Mr. Alan Ladd

"WILLOW"

Story by
George Lucas

Screenplay
by
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9096

First Draft
Third Revision
November 14, 1986

ACT I

FADE IN:

EXT.. NOCKMAAR CASTLE - DAY

Under gloomy sky a huge fortress looms on a volcanic mountainside. From within WE HEAR the agonizing scream of a woman giving birth.

INT.. NOCKMAAR CASTLE - DAY

The scream continues as WE MOVE THROUGH the grim corridors of the castle TOWARD stairs leading down to a dungeon.

INT.. DUNGEON - DAY

Silhouetted in shadows, three Nockmaar MINIONS stand guard. In a jail cell, six fully pregnant WOMEN watch from behind iron bars. The screaming stops. There's a moment of silence. As WE MOVE INT.O another jail cell WE HEAR a slap and the first cry of a newborn BABY.

In the cell a black-robed DRUID watches intensely as ETHNA, a midwife, leans over the MOTHER and wraps the baby in swaddling.

DRUID
Is it a girl?

ETHNA
It is a girl.

DRUID
Show me its arm.

Ethna peels back the swaddling. On the baby's arm is a small marking.

DRUID
It's true then. I must tell Queen Bavmorda.

With great urgency the druid hurries up the dungeon stairs. Ethna gently places the baby on the mother's breast. The mother comforts the baby lovingly until it stops crying. Then she reaches out and clasps the midwife's wrist.

MOTHER
Ethna, please. Help me. They're going to kill my baby.

Ethna nervously looks out at the guards, then shakes

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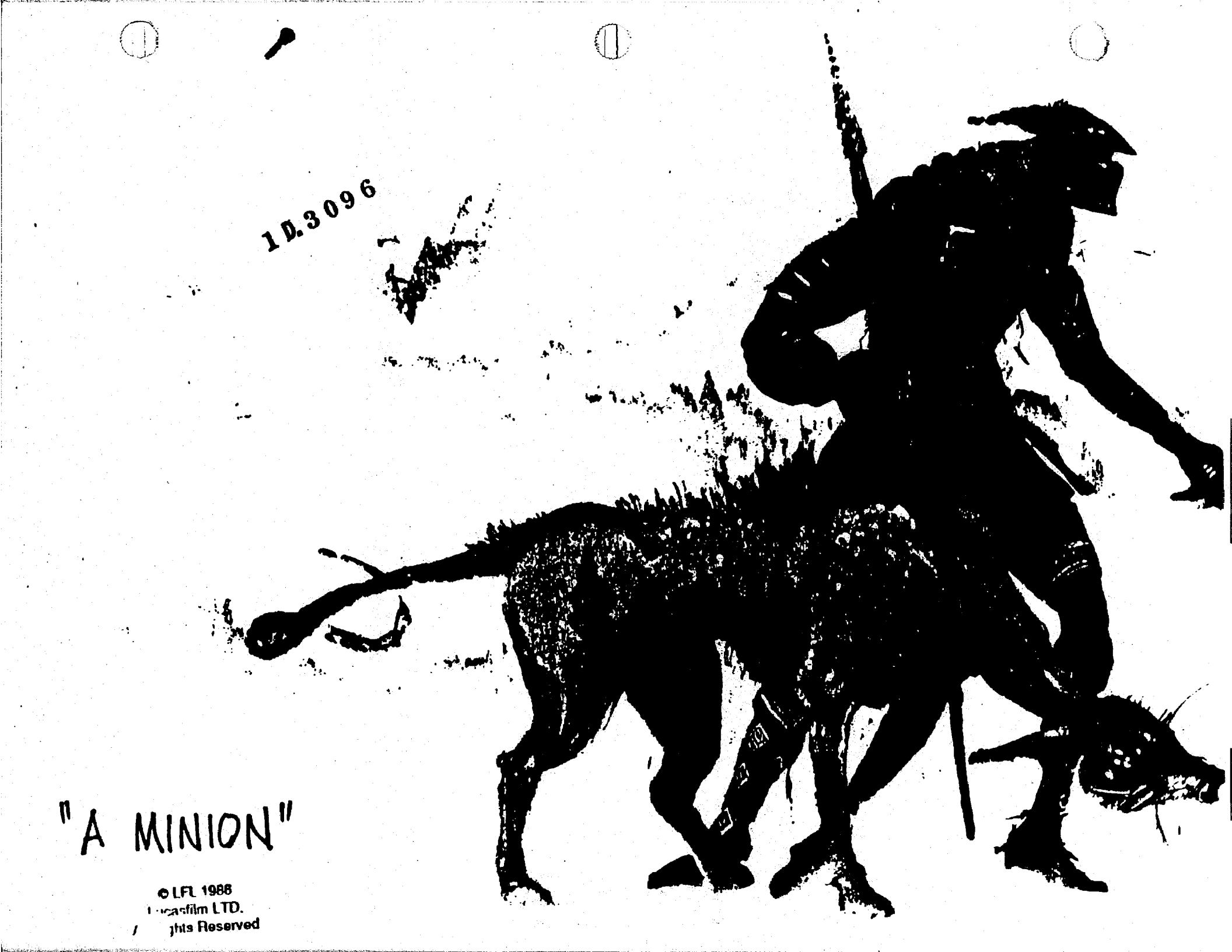

"A MINION"

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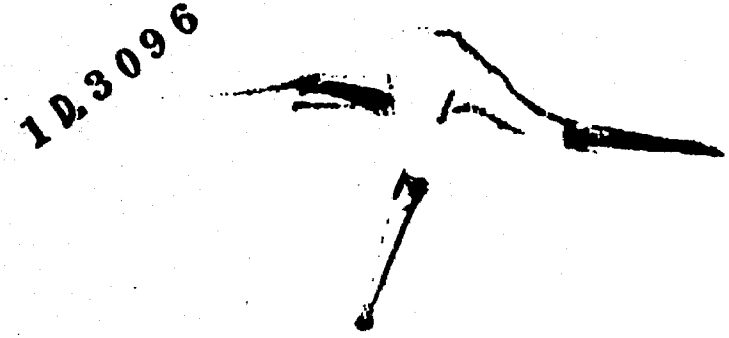

"BAYMORDA"

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her head at the mother.

ETHNA
They'll kill you.

MOTHER
Please save my baby.

Ethna hesitates. Then decides. She quickly wraps together some rags and gives them to the mother.

ETHNA
Pretend this is the child.

MOTHER
Thank you, Ethna. Thank you.

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The mother kisses her baby and hands it to Ethna, who hides the baby inside the basket of rags. Ethna carries the basket past the guards and up the stairs.

The mother lies back and sighs with relief. Then she hears clinking bootsteps and her eyes widen with fear.

QUEEN BAVMORDA sweeps down the dungeon stairs, her black robes flowing behind her. The druid hurries alongside.

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BAVMORDA
We will start the ritual at dusk. You're certain this is the one?

DRUID
It bears the markings.

BAVMORDA
I must see for myself! Just as the omen foretold!

The guards fearfully move aside as Bavmorda enters the cell.

BAVMORDA
So. You were the one.

MOTHER
Yes. But nothing you can do will stop the prophecy.

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BAVMORDA
This child will have no power over me....

Bavmorda grabs the rags away from the mother and anxiously tears them apart.

BAVMORDA
(furiously)
Where is the baby!

One of the guards looks up the stairs.

GUARD
The midwife!

Bavmorda flies into a rage.

BAVMORDA
Find that baby! Use the dogs! Sorsha!

Two guards draw swords and charge upstairs. Bavmorda grabs the third guard and nods toward the mother.

BAVMORDA
Kill her.

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Bavmorda storms away with the druid. WE SEE the shadow of the guard move over the terrified mother. War drums begin to beat out an alarm.

EXT. SNOWY MOUNTAINSIDE - DAY

TITLES BEGIN. The midwife hurries through swirling snow, clutching the baby.

EXT. VILLAGE - DAY

Nockmaar troops on horseback charge into a desolate village, driving ferocious DEATH DOGS into huts, violently searching for the baby. The oppressed, poor VILLAGERS are yanked into the street. Some of them are beaten. One is killed.

The midwife hides behind a hut, still holding the baby, then runs away from the village.

EXT. GRASSLAND - DAY

Ethna treks across an open grass field.

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EXT. WOODS - NIGHT

She huddles by a fire, exhausted and hungry, her clothes filthy and torn, and she rocks the crying baby. She hears dogs howling in the distance. She clutches the baby, kicks out the fire, and runs.

EXT. OCEAN CLIFFSIDE - DAY

She scrambles over rocks on a windswept coastline.

EXT. FOREST - DAWN

Ethna runs desperately for her life. Chasing her are two vicious DEATH DOGS. She scrambles across a shallow river. She claws at a rock and tears away sticks and driftwood matted together with weeds. Into this she places the baby and sets it afloat downstream.

DEATH DOG
Bordak!

The dogs lunge from the woods and splash across the river. The midwife claws her way up a steep bank, luring the dogs. As they attack her:

MIDWIFE
I don't have her! No! No!

She grabs a stick and tries to defend herself, thrashing at the snarling dogs.

From the baby's view, as it floats down the river, WE SEE the dogs kill the midwife beyond the distant trees.

EXT. DOWNRIVER - DAY - MONTAGE

The little raft of sticks swirls precariously in the current. It glances off jutting rocks, tumbles over rapids, and scrapes under overhanging trees.

EXT. RIVERBANK - DAY

At last the raft catches in some weeds, almost dumping the baby.

TITLE SEQUENCE ENDS

Suddenly WE HEAR rustling leaves, possibly another Death Dog. Then WE HEAR giggling. Two children, RANON and MIMS, watch in amazement from the riverbank.

(CONTINUED)

EXT. UFGOOD FARM - DAY

Holding onto a plow, WILLOW UFGOOD struggles behind a huge hog. From a heavy sack slung over his shoulder he tosses seeds.

RANON
Dada! We found something in the river!

Willow beams with joy as his son and daughter race toward him. They grab his sleeves and tug him away from his plow.

WILLOW
I can't run off and play with you now. I've got work to do.

RANON/MIMS
But Dada, you gotta see it! Hurry!

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Willow drops his sack of seeds. The ugly hog glares at him like a guilty conscience. The children squeal with excitement as their father runs toward the river with them.

EXT. RIVERBANK - DAY

WE SEE Willow from the baby's view. His eyes pop open. He quickly backs his children away.

WILLOW
Back! Don't go near it. We don't know where it's been. It could be diseased.

MIMS
It's a baby!

RANON
It's not a Nelwyn baby.

WILLOW
No, it's too big to be a Nelwyn baby. It looks like a daikini...

MIMS
Ooh, it's so cute...

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WILLOW
Mims! Get back here! It might bite you.

Willow drags Mims away. Then the baby starts crying.

RANON
Can't we keep it, Dada?

WILLOW
Absolutely not.

BURGLEKUTT
Ufgood! Willow Ufgood!

Willow, in a sudden panic, sees BURGLEKUTT in the distance. He splashes into the river, grabs the raft, plunks it on the bank and tries to hush the crying baby.

WILLOW
Shhh shhh! It's the [illegible]ect -- that's all I need. Mims, Ranon, keep this thing hidden...

EXT. UFGOOD FARM - DAY

Burglekutt's beady eyes spot Willow making a mad dash for his plow. Swinging his fat stomach, he angrily points his walking stick and goes after him.

KIAYA
Mr. Burglekutt! He hasn't done anything wrong!

Willow's wife KIAYA chases Burglekutt across the field, her beautiful long hair flowing behind her. Willow quickly gets behind his plow like he's been there all day.

BURGLEKUTT
Ufgood! What do you think you're doing! I sell the planting seeds in this village!

KIAYA
I told him we didn't steal it, Willow.

Burglekutt furiously scoops a handful of seeds out of Willow's sack and shakes them under Willow's nose.

(CONTINUED)

BURGLEKUTT
You haven't paid your debts. Where did you get these seeds?

With pride, Willow puts his arm around his wife.

WILLOW
In the forest. My family's been gathering them since last fall. There's no law against that, Burglekutt.

Suddenly the children laugh in the distance.

KIAYA
Willow! You left the children alone by the river??

In alarm she runs off before Willow can stop her. Burglekutt sweeps the horizon with his walking stick.

BURGLEKUTT
Too late, Ufgood. You'll never get your planting done before the rains start. You're gonna lose this land.

He raises the seeds high above his head, then smashes them down at Willow's boots. He waddles away toward two of his MEN who wait by the road. Then: Kiaya SHRIEKS from the river. Burglekutt stops in his tracks and shakes his head as if to say "the whole family's crazy." Off he trudges. Willow watches and waits. Then runs as fast as he can to the river.

EXT. RIVER - DAY

Kiaya cradles the baby in her arms. Willow runs up, and with patriarchal authority, puts his fists on his hips.

WILLOW
Absolutely, under no condition, is anyone in this family going to fall in love with that baby.

They all fall in love as he speaks. The children follow Kiaya up on the bank, walking right past Willow.

WILLOW
Kiaya! We can't keep that baby. Mims, Ranon. Hey! I will not be ignored!

Ignored, Willow huffs after them across his unplowed field.

INT. UFGOOD HOUSE - DAY

Willow nervously paces as Kiaya pours water in a wood tub and the children entertain the naked baby with sticks and brightly colored cloths, apparatus for a magic trick.

WILLOW
This is bad. If we're caught with that little daikini it'll be the end of us. Careful, Ranon, I need that for the festival.
(indicates magic cloth)
Kiaya, what are we going to do?

KIAYA
We're gonna give this baby a bath.

The baby squeals with joy as Kiaya lifts her into the bath.

WILLOW
Burglekutt's right. There's not enough time to finish plowing. We'll lose everything and I'll end up working in the mines.

He shudders at the thought.

KIAYA
Willow, do you think we should take her to the Village Council?

WILLOW
No, no! They'll think it's a bad omen. There'll be a flood or a drought or a plague and everybody'll blame me for it!

RANON
Look. What's that?

Willow leans forward. On the baby's shoulder is a small branded scar in a circular design. It only adds
(CONTINUED)

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to Willow's fears.

WILLOW
I don't know. This is trouble. I'll talk to the High Aldwin about it tomorrow at the Festival.

The baby kicks and splashes and giggles in the bath.

EXT. NELWYN VILLAGE - DAY

The raucous BAND plays as NELWYNS dance and celebrate amid brochs and wheelhouses garlanded with flowers. A crowd cheers wildly as MINERS battle FARMERS in a tug-of-war, finally yanking the farmers face-first into a puddle of mud. On a stage a HARLEQUIN dances delightfully. While on a raised platform the five members of the VILLAGE COUNCIL sit and observe, mildly amused. The head councilman is Burglekutt.

Then WE SEE Willow on another stage. He flourishes his colorful sticks and cloths. In the audience WE NOTICE his friend MEEGOSH, who wears a miner's apron, rooting Willow on.

WILLOW
And now! For our final amazing bit of magic, I will make an entire pig completely disappear!

Meegosh applauds as Mims and Ranon trot out lugging a tiny baby pig in a crate. As Willow takes the pig out it bites his hand and gets away. Willow tackles and squashes it. The crowd laughs and half of them leave, and Meegosh covers his face.

Mims and Ranon rapidly wave a bright blanket. Willow cleverly whips the pig under his legs and behind his back and suddenly it's gone! Impressed, the crowd gasps. Then the pig squeals and dashes through Willow's legs and leaps off the stage.

CROWD
Aaww! Booo! Sssss!

Burglekutt and the Council shake their heads as Willow, embarrassed, picks up his things. Meegosh trots up with the pig under his arm.

WILLOW
Meegosh, I'm in trouble.

(CONTINUED)

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MEEGOSH
Hey, it wasn't that bad. You need a better pig, that's all.

But as they walk past the Village Council, and Burglekutt sneers down at Willow, Meegosh catches on.

MEEGOSH
Now Burglekutt's got you in the squeeze. Soon you'll be down in the mines like me.

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WILLOW
Mining. I hate closed-in places. That's the last thing I'd ever do.
(he shudders)
I gotta get my crop planted.

MEEGOSH
You know I'll help you as much as I can, Willow.

The Village Council members stand up respectfully as the wise old HIGH ALDWIN hobbles through the adoring crowd. Mims and Ranon rush up to Willow with several other children who are eating candy.

MIMS
Dada, can we get treacle candy? Can we, can we? Please?

WILLOW
(preoccupied)
Meegosh, can you watch the children? I gotta talk to the High Aldwin.

MEEGOSH
(truly amazed)
The High Aldwin?? Why?

But Willow has already wandered into the crowd, leaving Meegosh with a dozen sugar-charged children and a pig.

Willow desperately pushes past people and finally reaches the High Aldwin.

WILLOW
Sir! I have to talk to you.

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"VOHNKAR"

HIGH ALDWIN
Not today, Willow.

WILLOW
It's a matter of great importance to me!

Burglekutt stares angrily from his platform. Slightly annoyed, the High Aldwin stops and places his hand on Willow's shoulder.

HIGH ALDWIN
Intuition, Willow -- remember? I know you're eager to be my apprentice, Willow. But today is the spring festival...

Suddenly a walking stick is pointed at Willow's nose.

BURGLEKUTT
Apprentice? To the High Aldwin!! Willow Ufgood???

His belly shakes as he howls with laughter, encouraging his councilmen to join in. Willow shrinks away, embarassed.

Then a terrified SHRIEK shatters the festivity. Music stops and people grab their children and run for their lives. A DEATH DOG rips a trail of destruction through the village.

Meegosh holds onto Ranon and Mims. But when Mims sees Willow she runs right out into the open. Willow charges toward her, tackling her and rolling away from the beast's claws.

DEATH DOG
Bordak! Bordak!

A loud war cry distracts the dog. VOHNKAR, the toughest warrior in the village, leads a charging army of miners and farmers wielding shovels and picks. Willow and Meegosh grab sticks. The Nelwyns battle the Death Dog. At last, Vohnkar drives a spear through its chest and it dies hideously.

MEEGOSH
What was it looking for?

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A VILLAGER
It said "bordak"! What does it mean?

COUNCILMAN
(scholarly)
Baby! It means baby! It was looking for somebody's baby!

Mothers grab their children, people look around the wrecked village in terror. There's a haunting silence.

MIMS
Mommy?

Suddenly alarmed, Willow races toward his distant farm, his children hurrying behind.

WILLOW
Kiaya! Kiaya!

INT. UFGOOD HOUSE - DAY

Willow bursts in and finds Kiaya calmly feeding the baby. Relieved, he throws his arms around her.

WILLOW
We can't keep this baby, Kiaya. We must take her to the Council.

The children run in and they all huddle together, cherishing their precious lives.

INT. COUNCIL BUILDING - DAY

Arguing villagers pack the church-shaped room to the open door at the back and into the balconies above. The councilmen sit on a platform at the front, with the High Aldwin seated in a special chair above them. Taking charge, Burglekutt stands and pounds the floor with his walking stick.

BURGLEKUTT
An evil beast from the outer world has invaded our peaceful village, looking for a baby!

This only adds to the frenzy.

A VILLAGER
It's a sign! An omen!

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ANOTHER VILLAGER
Our crops will die!

BURGLEKUTT
Silence! One beast we can kill. But there may be more! And they won't give up their search till they've found what they're looking for!

MEEGOSH
Whose baby is it!

OTHER VILLAGERS
Who's to blame for this!

Amid the chaos the High Aldwin slowly stands up. As if he senses something, he looks over the crowd toward the back.

At the back door, holding the baby, Willow tries to push his way through the jostling crowd. The High Aldwin raises his hand. It flashes magically. He points as he speaks:

HIGH ALDWIN
Willow Ufgood! Come before me!

The crowd stands apart as Willow walks the length of the room. Kiaya and the children follow part way and then stand aside next to Meegosh. Burglekutt simmers as Willow approaches the platform.

HIGH ALDWIN
Earlier today you tried to tell me something, Willow.

WILLOW
(bows his head)
My family found this baby in the river, High Aldwin.

The crowd stirs but the High Aldwin silences them with a simple gesture. He gazes down at the baby mysteriously.

HIGH ALDWIN
A daikini child...
(his eyes close)
...of some importance, I feel...

(CONTINUED)

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BURGLEKUTT
That's what the beasts want! Give it back!

The crowd rumbles, many agree.

WILLOW
They'll kill her! We can't let this baby die!

BURGLEKUTT
What do we care!

Burglekutt whips up the shouting crowd. The High Aldwin raises his hands, feeling the air above him. Almost in a trance:

HIGH ALDWIN
...importance...yes...this child is special...

COUNCILMAN
What should we do?

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Instantly, the High Aldwin drops his arms and opens his eyes.

HIGH ALDWIN
This child must be taken beyond the boundaries of our village. All the way to the daikini crossroads.

The room goes silent.

A VILLAGER
Who will do that?

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SEVERAL VILLAGERS
Vohnkar! Vohnkar!

Vohnkar the warrior elbows his way to the front and pounds his chest once with his fist.

HIGH ALDWIN
The outer world is dangerous and corrupt, Vohnkar. And this baby is hunted by blood-hungry beasts. Are you willing to sacrifice your life?

Brave Vohnkar swallows and shifts his weight doubtfully.

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VOHNKAR
If I go, who'll defend you if other beasts attack?

The crowd rumbles and shouts, and Vohnkar mops his brow and scuttles away from the platform.

BURGLEKUTT
He's right! It seems only fair that the man to take this baby to the crossroads...
(walking stick up)
...be the very man who plucked it...
(walking stick down)
...out of the river!

All eyes turn to Willow. Kiaya gasps and Meegosh holds her back.

WILLOW
I can't do it! I haven't put my crop in!

A COUNCILMAN
You caused this trouble. You found the baby...you get rid of it!

BURGLEKUTT
I nominate Willow Ufgood!

The crowd cheers wildly. The High Aldwin steps forward to the edge of the platform. With a flourish he waves his arms.

HIGH ALDWIN
I will consult the bones!

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Something rattles as he shakes his cupped hands. The crowd jumps away. The High Aldwin scatters small bones across the floor below him. He leans down and studies the bones. Willow looks at Kiaya, who is worried and afraid. The High Aldwin speaks softly to him:

HIGH ALDWIN
The bones tell me nothing.
(he eyes Willow)
But I must make a decision. Is there love in your heart for this child?

Willow hesitates. He looks at the baby.

(CONTINUED)

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WILLOW
Yes.

The High Aldwin bolts straight up, broadcasting:

HIGH ALDWIN
The bones have spoken! Willow? The security of this village depends on you!

The people shout and cheer and applaud and begin to leave. Kiaya and Meegosh and the children push their way toward Willow, who stands there staring at the baby.

INT. UFGOOD HOUSE - NIGHT

Kiaya's hair hangs down her back in a long tight braid. Near the fire she packs supplies into a travel sack. On the other side of the fire, Willow diapers the baby. The house is quiet.

MIMS
Dada?

Willow sets the baby down. He goes around an open wall an sits on his daughter's bed, straightening her blankets and toys.

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MIMS
Watch out for brownies, Dada.

WILLOW
I will, Mims. Goodnight.

He smiles and kisses her. Then crosses over to Ranon's bed.

RANON
Dada, what's a daikini?

WILLOW
Daikinis are giant people who live far far away.

RANON
Are you scared?

Willow shrugs. Ranon sits up in bed.

(CONTINUED)

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RANON
I could be your guard! I could carry your spear!

WILLOW
(smiles)
What a great son you are, Ranon. I wish I could take you with me. Now go to sleep...

Ranon slides down under his blankets. Willow kisses him, looks at him a moment, then quietly withdraws toward the fire.

EXT. SACRED HILL - SUNRISE

The silhouette of a distant hill with druid stones on top.

Carrying a baby, Willow climbs the hill with his family. He wears a papoose rig, supply pack, and a dagger. He hands the baby to Kiaya, then walks through the towering stones. The High Aldwin solemnly looks out at the distant forest.

HIGH ALDWIN
Now, you know where you're going?
(Willow shakes his head)
Down there, through those trees, follow the river. You'll know the crossroads by a big daikini structure. Willow, this is serious business. Don't waste any time, the outer world is no place for a Nelwyn. Give the baby to the first daikini you see, then hurry home as fast as you can.

WILLOW
If I'm not strong enough to be your apprentice, how can I do this?

HIGH ALDWIN
You're strong enough. But you're going to need courage, Willow.

WILLOW
I don't want courage. I don't want to be a warrior. All I've ever wanted was to do magic, real magic, like you!

(CONTINUED)

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HIGH ALDWIN
Real magic, Willow, is simply the art of controlling the reality of others. You lack faith in yourself. You must learn to trust your intuition.

The High Aldwin picks up a rock. With intense concentration he squeezes it in his outstretched hand. Then throws it in the air. It changes into a bird and flies away.

HIGH ALDWIN
Go in the direction the bird is flying.

WILLOW
(amazed)
Oh, if I could do that I'd--I'd turn Burglekutt into a toad!

HIGH ALDWIN
Waste magic on revenge? You have much to learn, Willow..

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The High Aldwin touches Willow's shoulder and turns away. The children are playing tag among the stones. Willow hugs them. Kiaya places the baby in the papoose.

KIAYA
Willow, we've never been apart. I miss you already. Take this. It will bring you luck.

Kiaya, whose head is covered with a kerchief, places a braided necklace on her own hair around Willow's neck.

WILLOW
You cut your hair, Kiaya?

He kisses her. Then adjusts the papoose and heads off down the hill. The others wave goodbye sadly.

KIAYA
Willow!!

Kiaya rushes down the hill and passionately throws her arms around Willow, tears in her eyes. At last they break apart, and Willow begins the journey.

EXT. WOODS - DAY - MONTAGE

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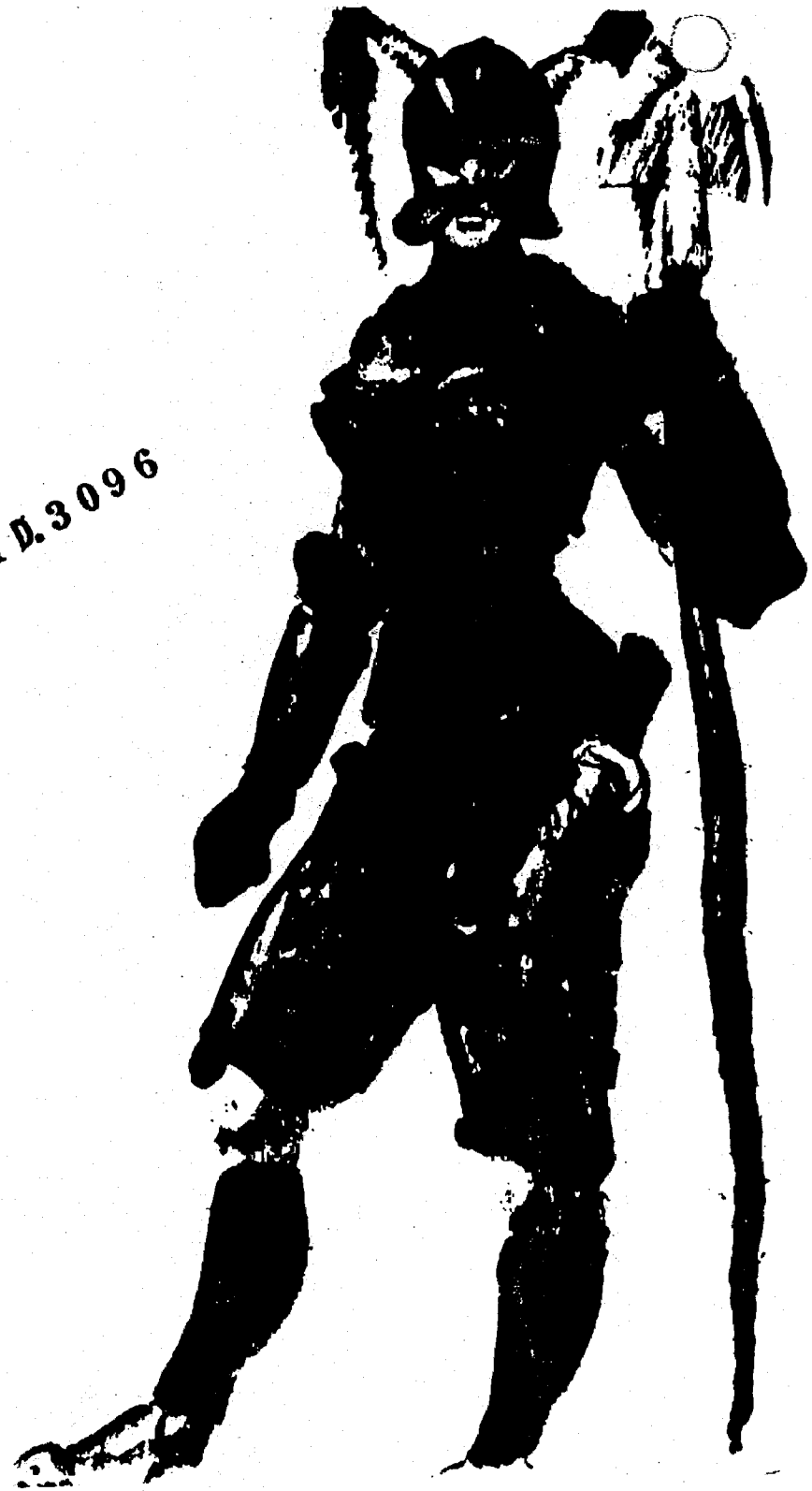

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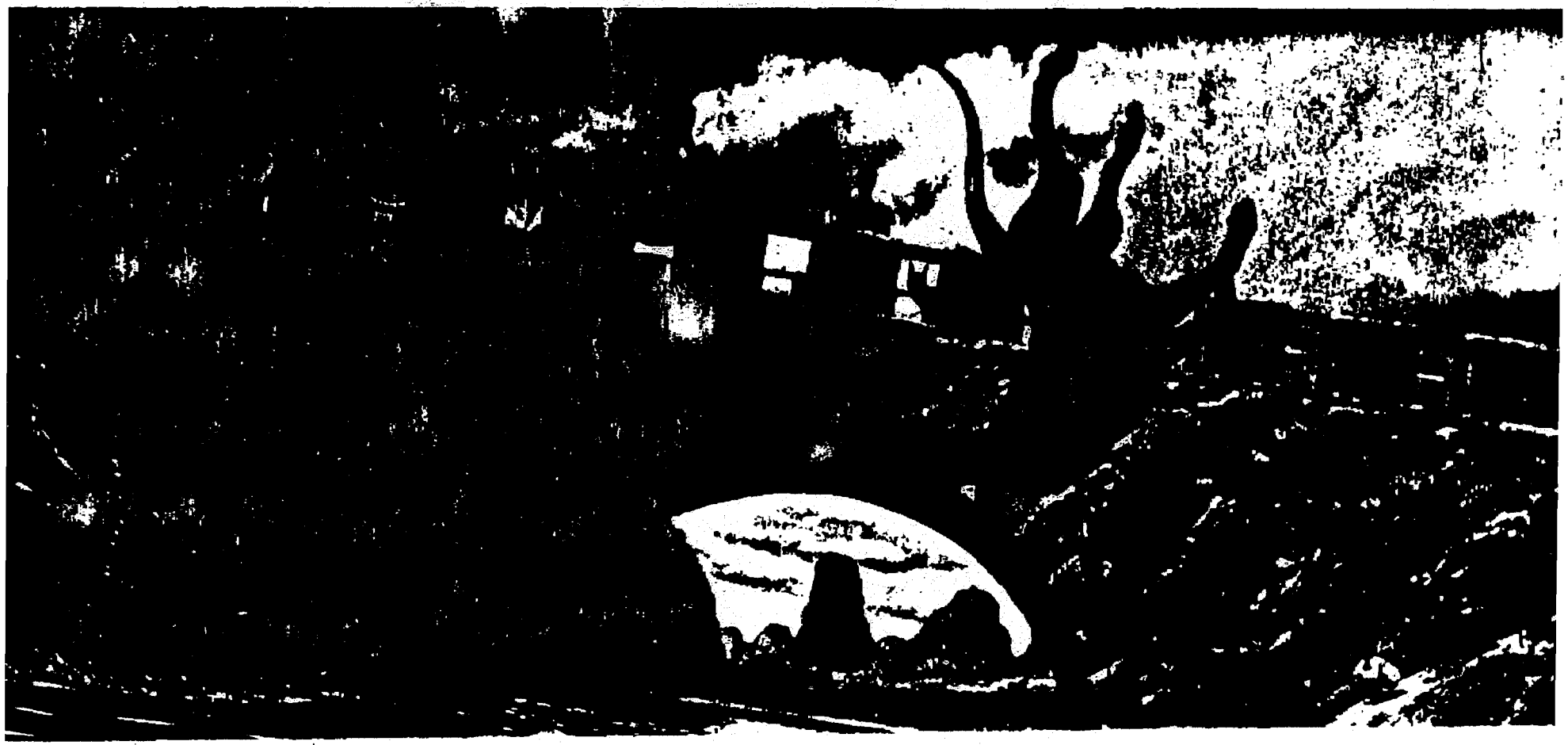

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Willow hikes through strange and wondrous terrain, amazed and frightened. Animals rustle in the brush and he stumbles into a thistle patch, jumping out picking burrs off his legs. He hides from a fierce bear. The bear sees him and runs away. Willow hurries along, shifting the papoose, getting used to the baby's weight.

EXT. ROAD - EVENING

The baby is fussing hungrily. Willow impetuously digs a bladder of goat's milk from his sack and struggles to feed her. Then he hears something. Sensing danger, he clutches the baby and runs down a nearby riverbank. He hides under a bridge.

NOCKMAAR SOLDIERS on horseback thunder toward the bridge, led by the knight SORSHA whose face is hidden under a black helmet and visor. In the other direction Willow sees a LIEUTENANT and two DEATH DOGS. They all meet on the bridge. The hideous soldiers are part human, part beast.

LIEUTENANT
We've patrolled the hills. This is where they killed the nursemaid.

SORSHA
She must have done something with the child. Widen the search!

One of the Death Dogs is chewing on the Lieutenant's stirrup.

LIEUTENANT
Get away from there!

The dog panics and gnashes at the Lieutenant's arm, ripping away a piece of armor with its teeth. Horses rear. The Lieutenant draws his sword lightning-fast. He slices and kills the Death Dog. The baby begins to cry but the death-howl of the beast drowns her out as it does hurtling off the bridge into the river below. The soldiers gallop off into the woods.

Willow falls back against the riverbank, shrinking away from the murdered Death Dog which lies bloody and twisted in the water. The terrified baby cries in his arms.

EXT. ROAD - MORNING

(CONTINUED)

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A harmless rabbit springs across Willow's path. Willow trips over a stone and almost falls flat on his face.

WILLOW
I hate this. Where am I? I should stick you in a tree and go back home.
(looks at baby)
I'm sorry. I didn't mean that.

He hurries along the road, looking over his shoulder.

EXT. LANDSCAPE - DAY - MONTAGE

Various VIEWS of Willow and the baby trekking across vast hills and valleys.

EXT. HILL - DAY

Gasping with exhaustion, Willow staggers up a sloping hill and drops to his knees. His eyes brighten. In the distance he sees a junction marked by a high wooden scaffolding.

WILLOW
That's it. The crossroads...

He stands and heads toward it cautiously.

EXT. CROSSROADS - DAY

The place is disgusting. Littered with junk, buzzing with flies, plagued with rodents. Willow creeps toward the scaffolding, covering his face against the stench. From it hang two cages. In one is a heap of filthy rags. In the other a half-clothed skeleton with one bony arm dangling out.

Willow unpacks the papoose and looks up the deserted road. He shivers with cold.

WILLOW
I hate this.

EXT. CROSSROADS - DAY - LATER

Willow waits uneasily, brushing flies off his face. The baby fusses and squirms. He peeks inside her diaper.

(CONTINUED)

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0 CONTINUED: (19) 0

WILLOW
I hate this.

He looks anxiously up and down the road. The baby's crying gets worse. He begins to change her.

EXT. CROSSROADS - SUNSET

Willow finishes building a fire, lighting it with flint and blowing it into flame. The baby lies quietly nearby in a kind fo porta-crib made of papoose and twigs. Nightfall teems with spooky noises: crickets, frogs, bats, owls and howling wolves. Then a terrible moan frightens him.

WILLOW
I really hate this.

Not sure where it came from. he backs away from the fire, under the rag-filled cage. Suddenly a hand reaches down and yanks Willow up off the ground! Willow screams. The baby cries. And WE SEE the haggard unwashed unshaven face of MADMARTIGAN pressing against the bars of the cage.

MADMARTIGAN
Hey, Peck...get me some water...or you'll diiiiie...!

Madmartigan shakes Willow like a rag-doll until Willow nods his head yes. Then drops him. Instantly Willow races around that fire, picking up everything he owns.

WILLOW
I will--I'll getcha water--getcha lotsa water--anything you say--!

Willow grabs the baby and makes a beeline for the bushes.

MADMARTIGAN
Peck!

He dives headfirst into the weeds. Madmartigan rattles his cage.

MADMARTIGAN
You're a weasely little Peck!
Gimme some water!

Willow peeks at him and shakes his head.

(CONTINUED)

0 CONTINUED: (20) 0

WILLOW
I'm not coming near you!

They stare at each other across the fire. Then, Madmartigan puts on a very phony smile.

MADMARTIGAN
Please? I'm dyin' of thirst in here.

WILLOW
Good! How long will it take?

Madmartigan drops the smile and spits at the fire.

MADMARTIGAN
Don't make me angry, Peck.

WILLOW
You be careful. I'm a powerful sorcerer. I could turn you into a toad just like that.

MADMARTIGAN
Miserable Pecks.

Willow throws a rock at him. It bounces off the cage. Madmartigan sags down into a heap of rags again.

EXT. CROSSROADS - NIGHT

The wind howls through distant trees as darkness falls. Willow rocks the baby and eats some bread. Madmartigan watches him hungrily, sighing, forlorn, his eyes asking for pity. Willow glances at him. Finally, he can't take any more and he puts down the baby and pours some goat's milk in a cup. He reaches up on tip-toes and offers the milk to Madmartigan.

MADMARTIGAN
That's more like it.

Madmartigan snatches the cup and guzzles the milk, retching horribly at the taste. Then he tosses the cup back.

WILLOW
Do any other daikinis ever come by here?

(CONTINUED)

0 CONTINUED: (21) 0

MADMARTIGAN
Why.

WILLOW
I have to give this baby to somebody.

Madmartigan grabs the bars and raises himself up.

MADMARTIGAN
I'm somebody. Lemme out and I'll take care of your baby.

He makes little kissing noises to the baby, trying to be sweet. However, his teeth are filthy.

WILLOW
No. Somebody put you in there for a reason. I'll wait for somebody else.

Willow retreats to the fire. Madmartigan whacks the cage with the back of his hand.

EXT. CROSSROADS - NIGHT - LATER

By the blazing fire Willow feeds the baby. WE HEAR hoofbeats.

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WILLOW
Hey! Somebody's coming!

MADMARTIGAN
Peck! Quick! Douse the fire!

Excited, Willow tosses more wood on the fire, picks up the baby and waits.

MADMARTIGAN
No, you fool! Put it out I say! Out!

Torches appear up the road. A horse-drawn wagon clatters full-speed toward the fire. WE HEAR loud drunken voices, far from friendly. Willow quickly dives into the bushes.

Four boorish PICTS, with tatooed faces and arms, halt at the crossroads, yelling and waving their torches. Madmartigan is hidden under his rags. For fun the Picts set fire to the skeleton cage. Then head for the other.

(CONTINUED)

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MADMARTIGAN
No!!

He rises up in the torchlight. The Picts taunt him.

PICT
Whose fire!

They jab their torches at Madmartigan.

MADMARTIGAN
No! Help! Stop!

PICT
Where are they? Where did they go?

Madmartigan points way up the road. The Picts ride away. As they go, they swing his cage and set fire to the floor of it. Madmartigan frantically beats the flames. His sleeves ignite.

Willow scrambles out of the bushes and scoops up handfuls of dirt, which he chucks at Madmartigan.

MADMARTIGAN
(spitting out dirt)
Thanks for your help, Peck.

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WILLOW
Are you okay?

MADMARTIGAN
As if you care. I saved your life, Peck. Those guys woulda killed us!
(points dramatically)
You wanna give your baby to them??
They eat babies!

WILLOW
I didn't know.

Madmartigan literally licks his wounds, dragging his parched tongue along the length of his forearm. Willow begins to walk away.

MADMARTIGAN
The world's gone insane. Good men locked in cages, criminals running free. It doesn't pay to be honest, Peck.

(CONTINUED)

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Willow stops and turns around.

WILLOW
Don't call me a Peck. My name is Willow.

Madmartigan slinks down like a cat and slowly extends his dirty hand through the bars.

MADMARTIGAN
Hello, Willow. I'm Madmartigan.

Willow stares warily at the hand. Madmartigan smiles. Willow quickly shakes his hand and jumps away. Madmartigan laughs in a harmless, friendly way.

MADMARTIGAN
You a woodcutter?

WILLOW
Farmer.

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MADMARTIGAN
Farmer! I knew it! You're a victim, Willow. Yep, you and me: victims of a rotten, corrupt, corrupt, rotten world.

A rat lumbers out of the darkness and sniffs toward the baby in the porta-crib. Madmartigan suddenly points. Willow screams and chases the rat away. Madmartigan shakes his head as solemnly as an undertaker.

MADMARTIGAN
Listen, Willow my friend. I'm really a good man. Give me my freedom, and I'll look after that baby for you. Trust me.

After a moment, Willow takes out his dagger. He stands on his toes under a cage, reaches up, and hacks at the chain lock. Madmartigan's eyes widen over-eagerly. He rubs his hands together and licks his lips.

MADMARTIGAN
That's it--good--good--like that, yes, good, good, the chain--that's it, come on--come on--!

Willow suddenly steps away.

(CONTINUED)

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WILLOW
Nooo, I don't think I should.

Madmartigan goes berserk. His arms flail and the whole cage shakes and swings and he bangs his head on the roof.

MADMARTIGAN
Peck!! Stupid Peck! I'll kill ya! Let me out!

Willow scrambles back to the fire and scoops up the baby and rocks her in his arms.

EXT. CROSSROADS - DAWN

Madmartigan is making something out of scraps of bark and cloth. He smiles sweetly as Willow wakes up.

MADMARTIGAN
Morning, Willow.

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Willow turns his back on him and tends to the baby.

MADMARTIGAN
Sorry I yelled at you. I've been in this cage toooo long. Can't think straight anymore. Owww...!

Willow looks over. Madmartigan pats his arms in pain.

WILLOW
You all right?

MADMARTIGAN
These burns. My arms. Ouch...

He holds up his arms in agony. Willow fishes some gooey jelly out of his sack and smears a gob of it on a leaf. He hands it up to Madmartigan.

WILLOW
See if this helps.

Madmartigan wipes the goo all over his arms.

MADMARTIGAN
Aaaaaahhhh. Better. Here, I made something for the baby.

He holds out a rattle and shakes it. Willow accepts it.

(CONTINUED)

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WILLOW
What's inside?

Madmartigan sticks his finger in his mouth and pries it open as wide as possible.

MADMARTIGAN
A tooth.
(Willow reacts)
I'm starving. I got no use for it.

Noise in the distance. Up the road Willow sees a MESSENGER charging on horseback. He gallops right past, whipping his horse, almost knocking Willow off the road. Then another MESSENGER follows with the same urgency. Willow grabs the baby and steps out to stop him.

WILLOW
Stop! Wait!

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The messenger screams at Willow who jumps aside as he thunders by. The two horsemen disappear up the road.

MADMARTIGAN
(with authority)
Smells like a battle.

WILLOW
Are you a warrior?

MADMARTIGAN
The greatest swordsman that ever lived.

Madmartigan slices the air with an imaginary sword. Willow shakes his head and goes back to the baby.

EXT. CROSSROADS - DAY

WE SEE the empty road. Willow's head pops INTO FRAME. He grabs the baby.

WILLOW
What's that? I hear something!

MADMARTIGAN
You hear trouble.

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ID.3096

"AIRK THE BEAR"

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WILLOW
What is it?

The horizon rumbles. Madmartigan cups his ear. Cynically:

MADMARTIGAN
A hundred horses...five or six wagons... and about six thousand fools.

Two CAVALRY OFFICERS gallop into view, raising a plume of dust. Then an enormous ARMY appears: cavalry, foot soldiers, assault wagons: shields, swords, spears, raised banners.

The two officers shout orders over the thunderous clamor of hoofbeats, marching boots and clanking armor. Charging back and forth, they shepherd the army through the crossroads. Willow holds the baby. Fighting dust and noise he tries to get the officer's attention.

WILLOW
Sir? Sir!

OFFICER
Out of the way!

An officer's horse nearly kicks Willow, who scurries out of the way. Huddling with the baby, he notices AIRK THAUGHBAER, a large, muscular, bearded officer, clearly in charge. On horseback, Airk breaks file and rides up to the other officers.

AIRK
Push 'em harder! No rest at midday! We need to make ten more leagues by dark!

Shouting orders, the officers split up, charging to the front and rear of the army. Airk watches the army pass. Willow desperately scrambles up to him.

WILLOW
Sir! Sir! I have this baby! We found her in our village. Will you take her...?

Huge Airk looks down from his huge horse. Little Willow holds up the baby.

(CONTINUED)

0 CONTINUED: (27) 0

AIRK
We're going into battle, little one. Find a woman to take care of it.

MADMARTIGAN
He thought you were a woman, Airk!

Airk snaps his head around and his eyes flash.

AIRK
Madmartigan! What did you do this time?

MADMARTIGAN
Nothing you wouldn't've done in my place!

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Airk's horse prances menacingly around Madmartigan's cage.

AIRK
I always knew you'd end up in a crow's cage.

MADMARTIGAN
Least I'm not down there herding sheep!

Airk laughs sourly and rocks the cage.

AIRK
You're lucky somebody got to you first, Madmartigan! I'd've killed you myself after that stunt at Land's End!

He swings the cage and starts to ride away.

MADMARTIGAN
Airk! Come on, Airk. Lemme outa here.

AIRK
(really sarcastic)
Hey, remember? You don't need my help, Madmartigan. Little rabbit trap like this? Come on! I could open it for you, but I wouldn't wanna insult you!

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MADMARTIGAN
Gimme a sword, Airk. I'll win your war for you.

Airk drops the banter and glares at Madmartigan seriously.

AIRK
You're nothing but trouble, Madmartigan. And I got plenty of that. Stay in your coffin and rot!

Airk spurs his horse and smashes the cage as he charges off.

MADMARTIGAN
I'll be around long after you're dead, Airk! You slime! When I get outa here I'll cut your head off and stick it on a pig-pole!!

WILLOW
Friend of yours?

Madmartigan snarls down at Willow as the army continues to march by. But then he quickly gets cute again.

MADMARTIGAN
Hello, little baby...

EXT. CROSSROADS - DAY - LATER

A ghostly wind haunts the barren crossroads. The road is pocked with hoofprints and wagon tracks. Willow shakes his head at the ashes of his dead fire.

MADMARTIGAN
Whatcha thinkin' about, Willow?

WILLOW
I hate this.

Madmartigan squeezes his face between the bars of his cage.

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MADMARTIGAN
Nobody's gonna take your baby.
Know why? Nobody cares...
(beat)
Except me.
(wistfully)
You wanna go back to your farm.
You wanna go back to your family.
I could take care of that baby.
I'll look after her like she was my own.

WILLOW
You don't know anything about babies.

Madmartigan kneels and straightens up and points up his finger astutely.

MADMARTIGAN
Ahhh! But I know a lot of women who do. Why, if I had somebody in my life--a little daughter for instance--I'd have a reason to live...

He clasps his hands together outside the bars, pleading:

MADMARTIGAN
Willow. You can't let me die here. Not when I wanna help you.

Willow looks at the baby in the porta-crib. Then looks up the empty road. Then looks hard at Madmartigan.

WILLOW
You gotta promise to feed her.

MADMARTIGAN
I will.

WILLOW
Fresh goat's milk.

MADMARTIGAN
Absolutely!

Willow draws his dagger and begins to hack at the chain.

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WILLOW
And give her a bath everyday, and don't let her get cold. And keep her diaper changed.

MADMARTIGAN
Of course! I promise!

Willow hacks and pries at the chain until it breaks open. The bottom of the cage falls out, dumping Madmartigan into a heap of rags and dust.

MADMARTIGAN
Come to Daddy, little darlin'.
(picks her up)
I think she likes me!

Kneeling on the ground, he plays with the baby. Willow quickly hitches the papoose to Madmartigan's back and hands him supplies.

WILLOW
Here are her diaper rags. And this is her milk bladder. And when she cries--she's either hungry or she's tired--rock her on your left shoulder. She likes that.

MADMARTIGAN
Don't worry, Willow. She's in good hands. You haven't made a mistake.

Willow takes the baby and kisses her.

WILLOW
Bye.

He puts her in the papoose.

WILLOW
(to Madmartigan)
Please take good care of her.

Madmartigan stands up. He towers above Willow. He pats Willow on the head.

MADMARTIGAN
You've done a great job. Now you go back to your family and get your crop in.

Madmartigan smiles, turns, and marches off down the

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"ELVES"

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road. Willow sighs with relief, his task accomplished. He watches Madmartigan and the baby disappear over a hill.

EXT. ROAD - DAY

Swinging his arms and whistling a tune, Willow struts proudly up a gentle hill.

WILLOW
Look, it's Willow Ufgood! He's come home! Welcome back, Willow! He deserves a medal: he's quite mystical. For honor, for bravery, for his intuitive powers...
(he chuckles)
...let's make him Apprentice Aldwin. Better still: High Aldwin! Make way! It's Willow Ufgood, High Aldwin of---

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The baby cries! Willow spins around. Flying toward him is an incredible VULTURE with enormous wings. In its claws it carries the baby, papoose and all. It swoops straight at Willow, buzzing him, and Willow hits the dirt. He looks up. To add to the wonder: riding the vulture is an ELF.

WILLOW
Hey! Stop! Wait!

Willow scrambles to his feet, looking back at the crossroads for Madmartigan, then up at the vulture.

WILLOW
Come back here, you! That's my baby!!

The vulture zooms off into the tall majestic trees of the forest, with the baby crying. Shouting and waving madly, Willow gallops after it.

EXT. THROUGH THE FOREST - DAY

Willow tears after the vulture which vanishes in the towering trees. As the path narrows, something whistles past his ear. Finger-length arrows rain down on him from every direction, peppering the surrounding trees. Some even hit Willow. He plucks them out as he races along.

He comes to a fork in the path: Decision! He starts
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down one way, then slams on the brakes. He sees ropes and nets.

WILLOW
Oh no, it's a trap!

He hurries back to the fork and takes the safer route--

WILLOW
Oh noooooo!!

--and gets swallowed by a deadly pit.

INT. ELFIN THRONE ROOM - UNDERGROUND - DAY

Willow wakes up as a pail of water hits him in the face. His feet and wrists are being bound. Several little ELVES are gawking and laughing at him. They wear samurai-type outfits and angry little haircuts.

WILLOW
(focusing)
Where am I? Where's the baby?

FRANJEAN, the Elfin king, struts forward arrogantly. He speaks a haughty, nasal accent resembling French:

FRANJEAN
I am Franjean, king of the world.

Willow struggles against the ropes that bind him.

WILLOW
That baby's my responsibility!

Outraged, Franjean smacks Willow's nose with the back of his hand.

FRANJEAN
I don't care. We paid for her. Go back to sleep, monsieur...

As he leaves, Franjean nods to an intense-looking ARCHER elf heavily armed with arrows and a spear. The archer dips his spear in a bowl of purple liquid. He pricks Willow's arm.

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"BROWN'E"

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WILLOW
Yeow!
(he loses consciousness)
Madmartigan...I never should've trusted you...

FADE TO BLACK

INT. ELFIN THRONE ROOM - LATER

Willow's eyes open. A wild little face is looking at him. A wild little person is standing on his chest.

TEEMO
Tongue.

Too groggy to argue, Willow sticks out his tongue. TEEMO the brownie crushes a brittle leaf and tosses the dust into Willow's mouth. Smacking his lips, Willow comes around. He sees, down between his legs, another brownie named ROOL cutting the ropes.

WILLOW
Who are you?

ROOL
Quiet, you fool!

TEEMO
(formal)
We are emissaries of her majesty, Queen Cherlindrea, of the land of Coshairm.

WILLOW
Queen Cherlindrea?

TEEMO
She requests the presence of yourself and the young princess.

WILLOW
Who??

TEEMO
You're the guardian, aren't you?

ROOL
Quit yakking, Teemo. We gotta get outa here!

Willow rolls onto his knees, stands up and bumps his
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0 CONTINUED: (34) 0

head on the ceiling. The fuzzy-headed brownies creak open the door and beckon Willow to follow. He squeezes through.

INT. ELFIN HALLWAY - UNDERGROUND

Like a rabbit warren, compartments branch off the main tunnel. Willow scrunches along behind the tip-toeing brownies. They hear the baby crying. They peek through the door.

Inside a cluttered room they see the baby crying miserably. Her tears are being carried to a high level in tiny buckets on a mechanized wheel, operated by FOUR ELVES.

TEEMO
Elves! They're always tormenting babies. They make them cry and take their tears.

ROOL
Somebody has to do it.

WILLOW
Why??

ROOL
How else they gonna make dew drops?

The baby shrieks.

WILLOW
I'm getting her out of there!

TEEMO
No! You let us handle this. Come along, Rool!

Teemo ridiculously pushes Willow away from the door. With a macho swagger he adjusts his dagger belt, and he and Rool open the door.

INT. ELFIN TEAR FACTORY

They enter like gunslingers in a saloon. The four elves, who are twice their size, turn and face them. Teemo draws his small dagger. With confidence he smiles at Rool.

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TEEMO
Watch this. Right between the eyes.

ROOL
(to the elves)
He never misses.

Artfully Teemo poises the dagger above his head. With all his might he throws. His dagger flip-flops through the air and lands at the elves' feet, plink-plunk.

TEEMO
Ooops. Was that right? That wasn't right.

Suddenly the entire wall implodes. The elves scream and panic as Willow comes crashing in like King Kong. He grabs the crying baby and tucks her under his arm.

EXT. ELF HOLE - DAY

The brownies scamper out of a hole in the ground where the elves keep their vultures corralled.

ROOL/TEEMO
Hyah! Hyah! Git!

They untie the vultures and send them flapping away in the forest as Willow wiggles out of the elf hole with the baby. They run for their lives.

EXT. FOREST - CHASE - DAY

Rool and Teemo tear along at incredible speed, Willow barely keeping up with them. Little elf arrows shower the forest as the angry elves chase after them, whooping and screaming.

EXT. DEEP GORGE - DAY

They skid up to a perilously deep drop into oblivion. The elves are shrieking toward them. The only chance of escape is a huge fallen tree spanning the gorge. The brownies scamper out. Willow looks down and reels with vertigo.

WILLOW
I can't go out there with the baby!

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ROOL/TEEMO
(frantically point)
Elves!!

The elf army pours out of the forest. Willow holds his breath and ventures out onto the topmost branches of the tree. Arrows zing around him as he wobbles like a drunken tightrope walker toward the middle. The brownies wait for him.

WILLOW
Ohhh, I hate this.

TEEMO
Take your time. Don't worry about the elves. They won't come out here.

WILLOW
Why not?

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ROOL
Because of the trolls.

WILLOW
Trolls?

The brownies console Willow with unworried laughter.

TEEMO
Relax. They only come out at night.

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An ugly TROLL snarls up behind Willow. They all scream and race for the other side. Another TROLL pops up to meet them. The trolls slink along like possums. The brownies dive through a hole in the hollow tree trunk.

The elves, meanwhile, flint-start a fire at their end of the tree. One troll claws at the brownies inside the trunk while the other chases Willow across gangling branches. Then the baby falls out of the papoose! She tumbles and catches on a low branch and Willow races the troll and grabs her just before she plummets into the gorge.

One troll catches Rool but can't then get his claw out of the trunk. The brownies finally escape. The tree burns and breaks, dangling over the gorge by its roots. A troll howls as he falls to his death. The other scrambles up the tree and grabs Willow's foot. Willow's boot slips off and down goes the second troll.
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Flames lick at Willow a he at last hauls himself to safety, just as the roots snap and the blazing tree goes crashing down in the gorge.

WILLOW
This is not going well.

TEEMO
Hurry! Queen Cherlindrea will know what to do.

Willow bundles the baby and follows the brownies into the forest. Hobbling slightly on his bootless foot.

EXT. MAJESTIC FOREST - SUNSET

Fading sunlight bleeds through awesomely beautiful trees as Willow and the brownies trek into the magical Fairy Kingdom. Elora Danan falls into a peaceful sleep.

EXT. FAIRY KINGDOM - NIGHT

Willow comes to a halt. His mouth drops open. The forest is a luminous Milky Way of dancing, flying FAIRIES, like fireflies. The brownies tug at his pant-legs and whisper.

TEEMO
Come on. This is a privilege. Nobody ever gets called before Her Majesty.

Wonder-struck, Willow walks into a clearing where colorful night-flowers bloom. He lowers himself onto an enormous toadstool, testing it with his hand. Other BROWNIES stand watching, like courtiers. The tiny fairies fly up to Willow's face and giggle: they look like five-year-old girls, full of mischief and fun.

Suddenly a strange LIGHT begins to throb behind the trees, piercing the forest with helter-skelter beams. Willow throws up his arms as the bright light stings his eyes.

ROOL
Stand up! It's the queen!

CHERLINDREA, the Fairy Queen, materializes out of fragments of moving light, diaphanous, sylph-like, beautiful.

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CHERLINDREA
Willow Ufgood.

WILLOW
(blinded)
Yes...?

CHERLINDREA
I hope you are comfortable here, inside my kingdom...

Willow says nothing, still battling the bright light.

TEEMO
Talk! Say something!

WILLOW
I can't see anything--she too bright!

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CHERLINDREA
I'm sorry...

The light diminishes, enabling Willow to see the queen. She is a beautiful vision, with flowing hair and luminous eyes. Her magical presence both stuns and impresses Willow. She turns to the brownies.

CHERLINDREA
Broke-heart of nightingale for our honored guest.

All the courtier brownies snap to attention and go into action, bustling about, going to work, some even tripping over one another. They bring Willow a drink in a delicate cup-shaped leaf, and he takes a sip.

The queen dissolves and reappears near Willow. She leans down and opens the baby's swaddling and looks at the mark on the baby's arm.

CHERLINDREA
It is Elora Danan! The prophecy has come true.

The tiny fairies and the brownies stop work and sigh with respect and amazement. Cherlindrea seems to levitate the baby out of Willow's arms, floating her magically onto a special cradle of straw and sticks. The brownies and fairies crowd around, with great reverence.

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WILLOW
You mean, you know who this baby belongs to?

CHERLINDREA
She belongs to all of us. She is the future queen and ruler of all kingdoms on earth.

Willow starts to get up.

WILLOW
What a relief. Now I can go home.

The queen fragments and reappears right in front of Willow.

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CHERLINDREA
No, Willow. Your journey has just begun. It has been foretold that this child shall bring about the downfall of Queen Bavmorda, whose evil powers have darkened our world. Upon you depends this princess's life.

WILLOW
Me?

The Fairy Queen flashes and vanishes. Willow lowers himself back down again. She reappears behind him.

CHERLINDREA
You are the guardian, Willow. You must take her to Tir Asleen.

WILLOW
What is Tir Asleen?

Willow can't keep track of her. She keeps changing her shape. The brownies and fairies snicker at Willow's confusion.

CHERLINDREA
It is a distant castle, where a great king and queen will look after Elora Danan and keep her safe until she is old enough to rule.

She is gone again. Willow looks everywhere, frustrated by these riddles and mysteries.

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WILLOW
Where is Tir Asleen? How far is it?

She reappears again.

CHERLINDREA
The way has been lost in time. But there is one person, a druid sorceress, who might guide you there. She was exiled by Queen Bavmorda many years ago. Her name is Fin Raziel.

WILLOW
You need a warrior for this job. I'm nobody.

CHERLINDREA
You are very important, Willow.

WILLOW
No I'm not. Have you really looked at me?
(jumps to his feet)
I'm short! Even for a Nelwyn!

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From down at his feet, Rool and Teemo stare up, insulted.

WILLOW
(continuing)
Why can't you do it? You have magical powers.

CHERLINDREA
My prsence cannot extend beyond this forest. But I can give you these...

Cherlindrea drops three small objects in Willow's hand.

CHERLINDREA
They will protect you. Use them wisely.

Willow looks at them for quite a while.

WILLOW
They look like acorns.

0 CONTINUED: (41) 0

CHERLINDREA
Anything you hurl them at will turn to stone.

Willow looks closely at the acorns, then up at the queen.

WILLOW
They're magic? Are you serious?

The forest light grows brighter. The queen looms over Willow and he again has to shield himself from the brightness.

CHERLINDREA
(sternly)
I am very serious, Willow. There is no time to lose.

Now she intensifies her light so that Willow backs away, completely covering his face.

WILLOW
But I've got my family to think about! They need me!

The queen swirls around him like a solar wind, blowing the forest trees, scaring even the brownies. And then all of a sudden: silence. And total darkness. ALL WE SEE, in dim moonlight, is Willow's face, peeking out from between his fingers.

WILLOW
Hello...?

The queen's voice echoes the forest.

CHERLINDREA
Bavmorda's powers are growing like an evil plague. Soon she will control the lives of your children, your wife, your village...everyone.

Very gradually and beautifully the firey fairies begin to flicker, restoring light to the forest. More light gently brightens, bathing the woods, and the Fairy Queen reappears. She is holding Elora Danan in her arms. The brownies creep out from behind the trees. All eyes are upon Willow.

(CONTINUED)

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CHERLINDREA
The choice is yours.

Willow takes the baby and looks at her for a moment. He struggles with his conscience. The fairies and brownies wait in anticipation. At last Willow looks up at them, resolved and determined.

WILLOW
I'll do it. Yes, I will, I'll do it!

The fairy kingdom sends up a great cheer and applause. Fairies giggle playfully around Willow's face, and brownies hug his ankles.

WILLOW
But I only have one shoe.

EXT. WOODED HILL - DAY

WE SEE Willow's feet as he walks along. He has himself a brand-new shoe.

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Spirits high, he treks in the sunshine, papoose strapped to his back. Teemo rides in his pocket, while Rool straddles the papoose, tickling the giggling baby.

WILLOW
Wait till I tell my children. Stuff like this never happens in my village.

He digs a magic acorn out of his pocket and tosses it high in the air. The brownies gasp.

TEEMO
Hey, careful there!

WILLOW
How do these work I wonder? I got-ta save one to show the High Aldwin.

ROOL
Look! Death below!

Rool points through the trees. Willow hurries down the hill to the tree-line. In the valley below, 200 NOCK-MAAR SOLDIERS and CALVARYMEN battle a hundred ragtag REBEL TROOPS. From this safe position high on the hillside, Willow watches in disgust. Weapons clash and

(CONTINUED)

men fall to their deaths.

WILLOW
Daikinis...

They hear a CLANK behind them. Willow slowly turns around. There is movement in the trees. The hillside woods are full of Nockmaar HORSEMEN moving right up next to him.

In the valley, the outpowered rebels are being forced up the hill toward them. Willow is suddenly standing under several large horses and black-armored minions. He is frozen in fear.

HORSEMEN
Hyaaaaahh!!

Swords flash and the horsemen charge! The brownies jump and run for their lives. Willow stumbles and spins as horse after horse thunders past him, nearly trampling him and the baby to death.

The Nockmaar reinforcements descend upon the remaining rebels and crush them. Willow falls and quickly digs the baby out of the papoose. She is shrieking in terror. He holds her tight and runs along the tree-line, following the brownies, while the bloody battle rages below.

WILLOW
Let's get out of here. Shhh, don't cry, Elora. Things can't get any worse than this...

EXT. ROADSIDE TAVERN - DAY

Bleak rain dribbles down Willow's miserable face. Protecting the baby, he hurries toward a tavern. The bottom of the building is an open stable with several horses. Two burly IRON-WORKERS clank a red-hot wagon rim, fixing a nearby wagon hitched to a horse.

It's a rough place. Rool and Teemo peek out of Willow's pockets. Upstairs PEOPLE drink and shout.

TEEMO
I'm not going in there.

ROOL
Me neither!

0 CONTINUED: (44) 0

WILLOW
Don't worry--I'm a sorcerer. What could possibly happen?

Suddenly there's a CRASH up above and two PICTS burst through a balcony and land in the mud, fighting viciously. Rool and Teemo duck inside Willow's pockets. Willow steps around the Picts, dashes through the stable and up the stairs.

INT. TAVERN - MAIN ROOM - DAY

The place is packed with tattooed PICTS, nomadic FAMILIES, MOTHERS with BABIES, THIEVES and CUTTHROATS. Willow enters with the crying baby.

WILLOW
Could you spare some milk for this poor hungry baby?

Everyone looks up. Mopping a table is an ugly BARMAID as big as a wrestler.

BARMAID
Get outa here, Peck!

PATRONS
A Peck! Get him out! Beat it, Peck!

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They hurl stuff at him and threaten him with their weapons. Willow runs along the wall and takes cover under some stairs. He pulls open his pocket and peers down inside.

WILLOW
I could use your help, boys.

Instantly his pocket whips shut and trembles. Willow cautiously looks out under the stairs. He sees a pail of milk very near some ROUGHNECKS. Willow puts his little finger in the baby's mouth, silencing her. He creeps out. And bravely reaches for the milk.

TEEMO'S VOICE
Willow?

Willow slaps his pocket. Then stretches his arm out very, very slowly. And gets the pail and zips back under the stairs.

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WILLOW
This is not fun.

He soaks a rag with milk and feeds the baby. Catching his breath, he backs up and leans against a woodplank wall.

WILLOW
Woah!

The plank gives way and Willow falls through the wall.

INT. TAVERN BEDROOM - DAY

Willow somersaults into a bedroom near an unmade bed. Peeking up he sees two women getting dressed in a panic. One is a plump-chested WENCH with a pretty face.

WENCH
Hurry! Hurry!

Very frightened, she looks out the window. The other woman, who wears a kerchief over her hair, packs thick powder and make-up paint on her face.

THE OTHER WOMAN
(in a gruff voice)
How do I look?

It's Madmartigan! Willow pops up like a jack-in-the-box.

WILLOW
You!!

MADMARTIGAN
Where the hell did you come from?

Willow strides toward Madmartigan, holding the baby like a machine gun.

WILLOW
I trusted you...

The brownies peek out.

ROOL
Who's he?

MADMARTIGAN
You're crawling with rodents.

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The bedroom door explodes open. In storms a big, mean, half-drunk raging lug named LLUG.

LLUG
Where is he!!

Madmartigan wraps a muffler around his throat. The wench innocently curtsies.

WENCH
There's nobody here except me and my, um, cousin.

Llug knocks his wife out of the way and glares suspiciously at Madmartigan, who bats his heavily made-up eyelashes. He speaks in a high feminine voice.

MADMARTIGAN
How do you do.

Llug sniffs at Madmartigan then fixes his gaze on Madmartigan's flat chest. He goes to squeeze him there, but Madmartigan ducks out of the way and snatches the baby from Willow.

WILLOW
Hey! Give me that baby!

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MADMARTIGAN
(high voice)
These Pecks make terrible nursemaids.

WILLOW
Nursemaid?!

Willow angrily jumps up and down, swiping at the baby.

MADMARTIGAN
(high voice)
They get too excited.

With a swing of the hip, Madmartigan butts Willow aside and maternally puts the baby against his chest. Llug hound-dogs him around the room, finally cornering him and staring lecherously into his eyes.

LLUG
Wanna breeeeeeed?

Madmartigan protects himself by holding the baby up in front of his face. Then he smells the baby. He winces

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and groans.

WILOW
(mischievously)
Time to change her diaper.

MADMARTIGAN
Time to leave.

Madmartigan throws open the door and dashes out. But he doesn't get very far. Several NOCKMAAR SOLDIERS push him back in. Then they grab Madmartigan and Willow, and Llug and his wife, and haul them all outside.

INT. TAVERN - HALLWAY - DAY

Madmartigan is slammed against a wall. Then Willow. Then Llug and his wife. In the b.g. Nockmaar troops are rousting the tavern, taking babies away from frightened mothers and inspecting them.

Heavy bootsteps thud toward them. Willow looks out and recognizes Sorsha, the black-helmeted knight from the bridge.

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SORSHA
You! Are you the mother of that child?

MADMARTIGAN
No.
(looks at Llug; in a high voice)
I mean yes.

Sorsha strides over to Madmartigan, her sword drawn.

SORSHA
Let me see it.

Madmartigan looks at Willow then back at Sorsha.

MADMARTIGAN
(high voice)
I can't.

SORSHA
Let me see it.

WILLOW
No! You can't!

Madmartigan looks at Willow then back at Sorsha.

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MADMARTIGAN
(high voice)
I can't.

SORSHA
Why not?

MADMARTIGAN
(to Willow)
Why not?

WILLOW
Because she's sick.

MADMARTIGAN
(to Sorsha)
Because she's sick.

SORSHA
Give it to me!

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Sorsha stabs her sword into the floor like a spike. She grabs for the baby. Instinctively, Madmartigan elbows her away, whacking her hard and knocking her off-balance against a nearby bench. The soldiers tense up, pointing their swords and spears.

Sorsha regains her balance. She rips off her black helmet. Long wild red hair tumbles over her shoulders. She is a young woman, and Madmartigan's eyes pop open. He does his best to keep up his female facade.

MADMARTIGAN
(high voice)
Gawd...you're...beautiful...

SORSHA
You're not a woman.

Sorsha comes right up to Madmartigan, squinting into his eyes. Then she rips away his kerchief and muffler.

LLUG
Not a woman??!!

All hell breaks loose. Llug charges for Madmartigan's throat. Madmartigan tucks the baby under his arm and dashes right out the window. Llug bulldozes Sorsha and her Lieutenant, and the tavern patrons take advantage of the chaos and stampede for the stairs. Willow dives out the window after Madmartigan.

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SORSHA
After them!!

She grabs her sword and waves it at her soldiers who clatter toward the stairs, flinging people out of their way.

EXT. ROADSIDE TAVERN - DAY

Madmartigan jumps off the upstairs balcony and lands in the wagon below. The two iron-workers look up with concern. Then they react with surprise as Madmartigan rips away his disguise.

WILLOW
Madmartigan! Wait!

Up above, Willow charges along the balcony. Madmartigan juggles the baby and whips the reins. The wagon pulls away, iron-workers scrambling after it. Willow flings himself off the balcony. The brownies tumble out of his pocket. They all land in the back of the wagon as it takes off.

It has stopped raining. In the stable under the tavern, horses smash together and people fall in the mud, and the Nockmaar soldiers get tangled up in the traffic jam.

EXT. ROAD - CHASE - DAY

As Madmartigan lashes the horse, Willow crawls up to him and takes the baby.

WILLOW
We could've been killed, Madmartigan!

In the back, the brownies bounce all over the place amid wooden kegs and other objects. When they finally get their balance they look back in alarm.

Chasing them are two Nockmaar HORSEMEN plus a DEATH DOG and a war chariot.

Willow ducks low and peeks out, protectively hugging the baby. The wagon bounces and flies along, but the minions are quickly gaining. Rool and Teemo spring into action. They struggle with all their might and manage to kick small wooden kegs off the back of the wagon.

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The kegs bounce onto the road, and the minions lose some ground trying to avoid them. But soon the horsemen flank the wagon. One leaps off his galloping horse and climbs on board. The other draws an arrow and gets ready to fire.

Madmartigan is about to be shot between the eyes. He quickly rolls into the back. The archer fires! and hits the other minion in the chest. Madmartigan snaps a wooden stake off the wagon side and smashes the wounded minion off the wagon: he crashes onto the road.

Willow harnesses the papoose to his chest and grabs the reins. At the same time the minion archer leaps aboard. He and Madmartigan fight in the back.

WILLOW
Heeyah! Heeyah!

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Then there's a terrible howl right beside Willow. The Death Dog is leaping alongside the wagon, gnashing and trying to board. Willow yanks the reins and swerves the wagon into the dog, which yelps furiously. In the back, Madmartigan and the minion are thrown by the swerving jolt.

WILLOW
Oh no!

Up ahead Willow sees an exposed tree root in the road. The wagon is headed straight for it! The wheel hits the root hard and Willow is dumped onto the wagon floor and very nearly goes overboard.

In the back, Madmartigan and the minion keep fighting as the wagon clatters along out of control. The Death Dog catches up again and this time springs aboard.

DEATH
Bordak!!

The dog snaps at the baby. Willow scurries under the wagon seat. The dog stands up on its hind feet.

DEATH
Bordak!!

It gets ready to attack. But WHACK! an overhanging tree branch hits it and Willow looks up from under the seat and sees the mangled dog twitching and dangling from the tree, rapidly disappearing in the distance.

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In the back, meanwhile, the minion draws a knife. Madmartigan ducks out of his way, hanging onto a post at the edge of the tailgate. The minion comes after him.

Suddenly the wagon wheel wobbles and the rim flies off. The jolt throws the minion off balance. Madmartigan kicks him. The minion hurtles off the tailgate but holds on, dragged by the wagon.

Rool and Teemo grab hold of a rope securing a large wooden keg. Together they yank it, untying the keg and sending it tumbling off the back. The minion looks up in horror as the heavy keg crushes him.

But the danger is far from over. The wagon rocks along with one wheel half-destroyed. Willow whips the reins and looks over his shoulder. Steam-rolling toward them is the war chariot!

The Nockmaar CHARIOT DRIVER stands up and stuffs the reins in his mouth. He raises his arm and begins to twirl a deadly weapon, a kind of bolo-blade, over his head.

Madmartigan defends himself with a wooden wagon-post. The chariot driver hurls the whistling blade: CHONK! It lodges in the post. Madmartigan tugs. So does the chariot driver. Back and forth, the wagons smashing up each other. At last Madmartigan lets go of the post and the chariot driver is sent tumbling through the air, over a cliff to his death.

WILLOW
Woah...woah...!

Willow tries to stop the horse. But the wheel collapses and he is thrown off into a ditch. The brownies dive overboard. Madmartigan jumps off and deliberately sends the wagon up the road. He scrambles down into the ditch and lies flat beside Willow.

Suddenly, hoofbeats thunder and Sorsha and the rest of her troops gallop past. Lying flat, Madmartigan raises his head and sees Sorsha's long flowing red hair.

MADMARTIGAN
That girl is a vision.

As soon as the troops are gone, Willow jumps up.

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WILLOW
Where's the baby??

MADMARTIGAN
I thought you had her!

ROOL/TEEMO
Willow!!

The brownies are waving and gesturing madly, pointing at a heap of boards and rubble that broke off the wagon. Willow and Madmartigan race over and start digging, flinging debris aside.

MADMARTIGAN
Now Willow, I know you're gonna blame me for this but it wasn't my fault...!

WILLOW
Elora Danan!

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Willow sees the battered, lifeless papoose. He grabs it and rips it open. Madmartigan kneels in the dirt remorsefully.

MADMARTIGAN
When I left the crossroads, I got ambushed by an elf!

WILLOW
Madmartigan! You saved her life!

MADMARTIGAN
I did?

Willow holds up the baby. She giggles and smiles. Madmartigan switches gears, boasting:

MADMARTIGAN
I mean, of course I saved her life. She's almost my daughter, isn't she?

Willow bundles the baby and looks up the road.

WILLOW
Let's get out of here before they come back.

They hurry off into the darkening woods.

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EXT. WOODS - NIGHT

A campfire blazes. Willow tends the baby while the brownies point up at the stars.

TEEMO
Northeast is that way. We've come west and south. I think.

Madmartigan dumps a big log on the fire, spraying the brownies with sparks.

ROOL
Watch it! You're gonna set us on fire.

MADMARTIGAN
Not a bad idea.

Madmartigan terrorizes them with a flaming stick. Then he squats beside Willow and the baby.

MADMARTIGAN
So you're on your way to Tir Asleen, huh? I hate to tell you this, Willow, but Tir Asleen dosn't exist.

WILLOW
Yes it does. The Fairy Queen told me.

MADMARTIGAN
The Fairy Queen? And the baby here's a princess? And these two rodents are your guides?

He shakes his head sceptically, stretches out and puts his feet up on a log.

MADMARTIGAN
Yeah well...in the morning I think I'll be on my way.

He laughs sarcastically. Willow sets down the baby. He takes off Kiaya's necklace and fingers it sadly.

WILLOW
Madmartigan, I need your help.

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MADMARTIGAN
My help! A great magician like you? You don't need any help.

Willow stares at him angrily.

WILLOW
But you're a great swordsman!

He jumps up an starts pacing around the fire. Rool and Teemo dive for cover.

WILLOW
(explodes)
You're not a warrior, Madmartigan! A warrior wouldn't lie there and do nothing!

He kicks Madmartigan's boot and knocks his feet off the log.

WILLOW
We're in trouble! You've seen the big army that's after us! You're a fake! You're a bum! You're a--
you're a coward!!

He picks up a rock and pitches it wildly at the fire, sending up a shower of sparks. Madmartigan eyes him with concern.

MADMARTIGAN
What's with you, Peck?

Willow lets it all pour out. He begins to cry.

WILLOW
I miss my wife! I miss my children! My boy Ranon! He's growing up so fast, he even helps me on the farm now! And little Mims! If you ever saw her sweet little face you'd melt, Madmartigan, you'd melt!
(sniffles)
Or maybe you wouldn't. You don't know anything about love. You don't know anything about anything...

Willow sits on the ground, exhausted. Madmartigan picks up the baby and sits with her in his lap.

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MADMARTIGAN
I was in love once, Willow. She had a hold on my heart. I could barely function.
(a pause)
I was a great swordsman! I was knighted! I could have been king!

WILLOW
You?

MADMARTIGAN
Yeah me. King! But she betrayed me. She robbed me of my dream.

Madmartigan gently rocks the baby and stares at the fire. Willow watches him curiously.

MADMARTIGAN
I'll never fall in love again...

EXT. WOODS - MORNING

Willow wakes up and looks around. The baby is gone. He panics. He scrambles a short distance through some bushes.

WILLOW
Madmartigan! Madmartigan!

They've been camped all night near the shore of a LAKE. Willow finds Madmartigan and the baby bathing happily in the water.

MADMARTIGAN
Relax, Willow. We're having fun.

The baby squeals with delight as Madmartigan twirls her around. He lifts her up and carries her to Willow on the shore. The brownies crawl thorugh the bushes. Rool points out at the lake.

ROOL
That's it! The sorceress lives there!

In the middle of the lake is an island with a single tree.

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TEEMO
Are you sure?

ROOL
(excited)
Yes! Raziel! She lives out on that island!

Madmartigan lets out a sarcastic, sceptical laugh. Teemo scratches his head and squints out at the island.

TEEMO
That tree dosn't look like gold to me.

MADMARTIGAN
Gold!!

Madmartigan rubs his chin with sudden interest.

TEEMO
Its branches are supposed to be made of gold, solid gold. 1D.3096

WILLOW
How are we going to get out there?

Madmartigan is suddenly pacing and thinking.

MADMARTIGAN
We'll find a way, Willow. Look over there--that looks like a village--maybe they've got a boat. Come on, what are you waiting for?

Madmartigan runs along the shore toward a small village in the distance.

EXT. DESERTED FISHING VILLAGE - DAY

Half a dozen decrepit huts sit rotting on the edge of the lake. There are no inhabitants, just a lot of discarded junk, including a few battered fishing boats. But Madmartigan, keeping one eye on the gold tree out on the island, is undaunted. He rummages through the debris, hauling out a fishing boat and shouldering it toward the water.

MADMARTIGAN
Give me a hand here, Peck!

Willow hoists the baby into the papoose and helps Mad-

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martigan.

BOY
What are you doing?

They turn around. A golden-haired BOY is standing waist-deep in the lake. Madmartigan is instantly wary of him.

MADMARTIGAN
It's nothing to do with you.

But the boy looks innocent and harmless, and Willow approaches him.

WILLOW
We need to get out to that island.

BOY
The island is cursed.

Madmartigan scoffs at this nonsense, grunting and pushing the boat into the water.

WILLOW
We've traveled a long way. We're looking for Fin Raziel.

TEEMO
The sorceress.

BOY
She's there. But you can't go there. The island is cursed.

MADMARTIGAN
(no patience)
Yeah? Who cursed it?

BOY
Queen Bavmorda. Her powers govern the elements.

MADMARTIGAN
Ahh, he's trying to protect the gold. Come on, Willow. Jump in.

Madmartigan climbs into the boat and grabs an oar, eager to go. Willow looks down at the brownies for help.

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WILLOW
What would the Fairy Queen say?

ROOL
She isn't here.

TEEMO
(to Rool)
Obviously.

WILLOW
Without Raziel we'll never find Tir Asleen.
(decision)
We'd better go.

Willow marches to the boat. Calmly accepting their choice, the golden-haired boy dives into the lake and disappears. Willow and the brownies board the boat, and Madmartigan poles them away from the shore.

EXT. LAKE - DAY

They row across the placid lake toward the island.

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EXT. ISLAND - DAY

They climb onto the rocky shore. Flies buzz and swarm around them, and creepy bugs crawl around their feet. Broken skeletons litter the shore. Handing the baby back and forth, Willow and Madmartigan claw their way up to the large tree.

WILLOW
Raziel? Hello? Fin Raziel?

Madmartigan greedily reaches up to touch a branch.

RAZIEL
Get away! Get away!

A littel animal scurries down the tree and hisses viciously at Madmartigan, chattering its teeth.

RAZIEL
You'll die! You'll die!

RAZIEL scampers over to Willow. Her voice screeches like a parrot. She looks like an otter with a bush tail.

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RAZIEL
Who are you! Who are you!

WILLOW
I'm Willow Ufgood. I'm here to find Fin Raziel.

She springs right onto Willow's chest.

RAZIEL
That's me! Raziel! Raziel!

Willow looks down at the brownies questioningly.

WILLOW
This can't be right. This isn't a sorceress. This is some kind of animal.

TEEMO
Queen Bavmorda transformed her.

RAZIEL
What do you want!

WILLOW
We need your help. To take this baby to Tir Asleen. She's a princess.

Still sceptical, Willow shows Raziel the baby's mark. Raziel shoots up onto a branch and frantically flicks her tail.

RAZIEL
Elora Danan!

Madmartigan snaps a branch off the tree. A flock of birds suddenly screech and fly away. His eyes bulge.

MADMARTIGAN
Rool! Teemo! You were right! This whole tree is made of gold!!

He strips away the bark, revealing a vein of gold.

RAZIEL
Fools! You should never have come to this place! We're all going to die!

The wind begins to blow and the sky darkens. Raziel
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zips over to Willow and whispers intensely.

RAZIEL
We've got to get off this island right now. Hurry! The boat! It's our only chance!

The wind howls. They hurry down to the boat.

WILLOW
Madmartigan!

Madmartigan is greedily breaking branches off the tree.

MADMARTIGAN
Wait! Gold! Gold!

Waves lash at the boat as they jump aboard. Madmartigan loads up with branches. As they push off, he scrambles down the rocks. Just in time he jumps into the boat as the storm swirls it out into the frothy lake.

EXT. LAKE - DAY

Willow clutches the baby as the raging storm pitches the boat.

WILLOW
Help, Madmartigan! The oar!

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Madmartigan hangs onto his gold, but pieces of it drop and topple overboard.

MADMARTIGAN
My gold!

Suddenly a hand appears on the stern. The water boy climbs in.

RAZIEL
Kill him!

WILLOW
No!

RAZIEL
Kill him!

Madmartigan hesitates but then smashes the boy back into the lake. The boy surfaces like a dolphin. His shape begins to change, becoming fish-like, diving and

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vanishing.

Then: he attacks the boat! He is now a ferocious shark-like monster. He chomps the boat and the gold branches slide into the water. Madmartigan bashes the monster with the oar, then grabs an anchor. The monster attacks again and Madmartigan jabs its gill with the anchor.

The monster sinks into the lake. They all sigh with relief. Madmartigan shrugs proudly. Suddenly the anchor line unravels, tangling Madmartigan's legs in fishing nets and yanking him overboard.

Underwater, Madmartigan swirls behind the monster. He pulls himself along the anchor line and finally cuts himself free with his dagger.

He surfaces and madly swims toward the pitching boat. Willow reaches out to him. The monster surfaces and circles the boat. Then it attacks Madmartigan.

MADMARTIGAN
No!! Help!! Willow!!!

Willow digs out a magic acorn. But he drops it! He fumbles in the leaking boat and finally finds it. The monster opens its jaws and goes to devour Madmartigan. Willow throws the acorn.

The monster miraculously turns to stone. Madmartigan grabs the boat and watches in amazement as the monster sinks. Willow hauls him into the boat.

EXT. LAKESHORE - DAY

The storm begins to die down as they jump to shore, exhausted. Madmartigan wears nothing now but a ragged loincloth. He falls to his knees, coughing and spitting.

MADMARTIGAN
Willow...you...you got...magic...!
Wait...we could team up...!

He pulls himself up and follows Willow. Suddenly they all stop. Sorsha and her men come out of the woods.

RAZIEL
Flee! Flee!

The brownies scurry into a hole. Raziel makes a dash

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for it but a soldier skewers her tail with his spear, dangling her in front of Sorsha.

SORSHA
Raziel. Did you think my mother would allow you to escape?

Sorsha gestures, and the soldier takes Raziel away. The Lieutenant wrestles the baby away from Willow. He gives her to Sorsha.

SORSHA
This is what we're looking for. It bears the markings.

Willow panics.

MADMARTIGAN
Don't worry, Willow. If there's one thing I'm good at, it's charming a woman...

He swaggers forward. Sorsha turns and looks at him.

MADMARTIGAN
So. Couldn't live without me, huh?

Sorsha looks up and down at his naked body.

SORSHA
Lose your skirt? How embarrassing.

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Madmartigan looks down and adjusts his loincloth.

MADMARTIGAN
Still got what counts.

A pause as he smiles at her.

SORSHA
Not for long.

She raises her fist and zap: Madmartigan is instantly surrounded by spears and swords.

SORSHA
We'll join the column. Bring them with us.

Madmartigan and Willow are roughly taken away. Sorsha and her troops mount horses and ride off. Rool and Teemo crawl lup from under a rock.

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TEEMO
We gotta follow them.

ROOL
Us?? We'll never catch them. Anyway, we're all done, Teemo. Let's go home.

Rool walks off and Teemo grabs him, yanks him back.

TEEMO
Get back here, Rool!

ROOL
Ouch! Let go of me!

Rool throws a punch, and the brownies somersault into the bushes fighting each other.

EXT. ROAD - DAY

Sorsha and her men now ride with a caravan of fifty NOCKMAAR TROOPS. Chained by their necks, Willow and Madmartigan walk behind a wagon. Raziel sits trapped in a cage on the back of the wagon.

WILLOW
I can't go on...

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Willow loses strength, falls and is dragged. Madmartigan picks him up and carries him on his shoulders. Sorsha sees this.

MADMARTIGAN
Willow, why don't you use your magic to get us out of here?

RAZIEL
He's no magician.

MADMARTIGAN
He turned that monster into stone!

Raziel peers sternly at Willow, who is eye-level with her cage.

RAZIEL
Did <u>you</u> give that acorn its power?

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WILLOW
No.

RAZIEL
A magician makes magic. Any fool can use it.

Madmartigan shakes his head at her.

MADMARTIGAN
Then you get us out of here.

RAZIEL
I will! But I need help!

WILLOW
I'll help you...!

MADMARTIGAN
I won't.

RAZIEL
You must learn magic.

WILLOW
That's all I ever wanted!

RAZIEL
Then I will teach you.

Sorsha rides up from the rear of the caravan, carrying the baby, who is crying. Madmartigan, with Willow still on his shoulders, straightens up and flirts with her.

MADMARTIGAN
Nice horse...nice hair...real nice hair...I'd say you've got the most beautiful hair I've ever--

She flashes her eyes at him.

SORSHA
Wolff wants to boil you in oil.

She nods toward her Lieutenant, who snarls viciously.

SORSHA
Don't tempt me.

She turns away. The baby squirms and cries.

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WILLOW
If you rest the baby on your shoulder, she'll stop crying.

SORSHA
Shut up.

Sorsha rides along. She shifts the baby to her other shoulder, and she instantly stops crying. Sorsha throws a look at Willow. Madmartigan takes a long deep breath.

MADMARTIGAN
Mmmm, I love the smell of a woman.

SORSHA
(angry threat)
My step-father's going to tear you apart.

Madmartigan pounds his chest and taunts her:

MADMARTIGAN
I'm torn apart already. I mean it! Under all that armor is a beautiful--

CRACK! Sorsha whips her horse and gallops ahead.

Willow leans forward until he's looking at Madmartigan upside-down. Madmartigan playfully swipes at him. Then he looks off at Sorsha in the distance.

MADMARTIGAN
Who is that girl, anyway?

RAZIEL
Sorsha, Queen Bavmorda's daughter.

Madmartigan snaps his finger and discourages himself.

MADMARTIGAN
Forget that one, Madmartigan.

Raziel leaps against the bars of her cage, chatters her teeth and whispers to Willow.

RAZIEL
Willow. To learn magic, first you must make your own philosopher's stone!

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WILLOW
What do I need for that?

RAZIEL
We must start with feathers, dung, and a lock of your hair.

Willow pulls a strand of his hair out in front of his eyes and frowns at it. Madmartigan, meanwhile, can't take his eyes off Sorsha.

MADMARTIGAN
Now that's a woman...!

EXT. NOCKMAAR CAMPSITE - NIGHT

Fires and torches burn around pitched tents. Soldiers eat and drink, and meat is thrown out to Death Dogs. From her cage, Raziel looks down at Willow, still chained to the wagon next to Madmartigan. Willow is grinding a substance with a rock.

RAZIEL
Keep working at it. Forget all you know or think you know. A magician's power depends on disorder of the mind.

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She twists her head through the bars. Madmartigan squints up at her.

MADMARTIGAN
You got that one covered.

Willow hears the baby crying in a distant tent.

WILLOW
I hope she's all right. How much more do I have to do of this?

RAZIEL
Till it's in a powder. The energy exits within you...

WILLOW
(reciting)
I know, and the magician's goal is to find his true self. But what's this got to do with it?

(CONTINUED)

RAZIEL
As below, so above. You hold the universe, Willow, in your hand.

Madmartigan clasps his forehead.

MADMARTIGAN
I'm beginning to think you two deserve to be locked up.

WILLOW
The universe is a living creature, like you and me, Madmartigan.

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Madmartigan cynically gazes at the sky, gesturing widely.

MADMARTIGAN
We're a tiny version of all that?

RAZIEL
As above, so below.

Madmartigan rolls his eyes. Willow jumps to his feet and shows Raziel the substance.

WILLOW
I'm all finished. Now what?

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RAZIEL
Burn it to a fine ash.

Willow looks around. Heavily armed Nockmaar minions rip chunks of meat around a campfire.

WILLOW
How am I gonna do that?

RAZIEL
Patience. Concentrate. You will find a way.

Suddenly bootsteps clomp toward them. Willow quickly folds the powder inside some cloth and hides it in his pocket. The Lieutenant marches up and scrutinizes them suspiciously. He abruptly snatches Willow up, hacks the chain and drags him off.

WILLOW
What's going on!

Madmartigan struggles against his chains. Angry and

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worried:

MADMARTIGAN
Hurt him and you'll answer to me!

INT. SORSHA'S TENT - NIGHT

The Lieutenant clamps irons on Willow's wrists, flings him into a tent and exits. Willow looks up and sees Sorsha, still in her uniform, impatiently pacing with the crying baby.

SORSHA
This baby won't do what I say. You seem to know what to do. Here! Make it shut up.

Sorsha dumps the baby in Willow's arms and then backs away.

WILLOW
She needs to be changed.

SORSHA
I changed her already!

Willow politely shrugs.

WILLOW
She needs to be changed again.

Sorsha crosses her arms in a huff and watches as Willow changes the baby. Soon the baby stops crying. Relieved yet still anxious, Sorsha paces to a mirror. Willow rocks the baby gently, absently looking at the fire. Then his eyes focus on the fire.

SORSHA
Who is that horrible friend of yours?

WILLOW
(watching the fire)
Madmartigan.

SORSHA
Who is he?

WILLOW
I don't know much about him.

Sorsha fiddles with her long red hair. Willow creeps
(CONTINUED)

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toward the fire.

SORSHA
He's very bold. Do you really think my hair is beautiful?

She turns and looks right at Willow. He looks back. She asks the question again by holding out strands of her hair.

WILLOW
Uh, yes. It's very nice hair.

He suddenly strides over to Sorsha.

WILLOW
She's hungry.

SORSHA
I know she's hungry. I tried to feed her but she wouldn't eat a thing. I'm not a wet nurse.

WILLOW
Here. Hold her.

He hands Sorsha the baby, then goes to the fire where there's a stone crock of milk. He carefully takes his cloth pouch out of his pocket and unfolds it. At the other side of the tent Sorsha awkwardly paces with the baby.

SORSHA
I tried everything. A spoon, I poured milk in her mouth, she just spat it out. I don't know what to do, I'm not a mother.

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During this, Willow ignites his powdery substance. It flares slightly then burns to an ash. He gathers it up, then returns to Sorsha with the milk.

WILLOW
Sometimes she likes it heated.

Willow finds a strip of cloth, dips it in the milk, and feeds Elora Danan in Sorsha's arms. He looks up at Sorsha and smiles.

WILLOW
She's a good baby.

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Sorsha looks down at the baby.

EXT. NOCKMAAR CAMPSITE - MORNING

The caravan packs up to move on. Soldiers drag Willow to the wagon and lift him on board, chaining him beside Raziel's cage. Willow excitedly pats his pocket, and whispers:

WILLOW
I did it! I got the ashes!

When the soldiers leave, he digs out the pouch and proudly shows it to Raziel.

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RAZIEL
Good! The first step is complete.

Chained behind the wagon, Madmartigan reaches forward and pokes Willow with his finger.

MADMARTIGAN
Did she ask about me?

WILLOW
Who?

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MADMARTIGAN
Come on, Peck, don't give me a hard time. You were in her tent all night. Did she say anything?

Willow deliberately plays innocent.

WILLOW
She said lots of things.

MADMARTIGAN
Willow!

Willow grins. At last:

WILLOW
She asked about you, Madmartigan.

MADMARTIGAN
Well what did she say?

Suddenly Sorsha gallops by on horseback, holding the baby. She flings a wad of clothes at Madmartigan.

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SORSHA
Here. You're going to need these where we're going.

She rides off. Madmartigan looks down at the clothes. The looks at Willow.

MADMARTIGAN
She's in love.

WILLOW
You're crazy. I think you're in love.

EXT. SNOW MOUNTAIN - DAY

The Nockmaar caravan climbs into snow-covered mountains. In the wagon, Raziel is grilling Willow. He concentrates hard, cramming, memorizing, straining.

RAZIEL
We don't have much time left! Go on! Go on!

WILLOW
I must concentrate my imagination...to create a new...reality!

RAZIEL
What's the magician's weapon?

WILLOW
The limitless power of...

Raziel flips around in spasms of impatience.

RAZIEL
Your will! Your will! What else could it be?

WILLOW
(frustrated)
I can't remember all these things. What am I learning?

RAZIEL
The art of transformation!

(CONTINUED)

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WILLOW
(exasperated)
But what am I gonna transform??

RAZIEL
Me!

Willow and Madmartigan stare at Raziel.

WILLOW
You?

MADMARTIGAN
What are you gonna become, Raziel?
Queen of the rodents?

Sorsha rides up to the wagon.

SORSHA
The baby's cold. Take her.

She dismounts. With care, keeping the baby bundled, she hands the baby to Willow. Madmartigan watches and listens.

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RAZIEL
You remind me of your father, Sorsha.

SORSHA
My father was a weakling.

RAZIEL
He was a great king.
(Madmartigan reacts)
Not like your step-father, not like your mother. He ruled Tir Asleen with kindness, and a generous heart.

SORSHA
My mother calls that weakness.

MADMARTIGAN
What do <u>you</u> call it?

Sorsha turns and glares at Madmartigan.

SORSHA
I do what I'm told.

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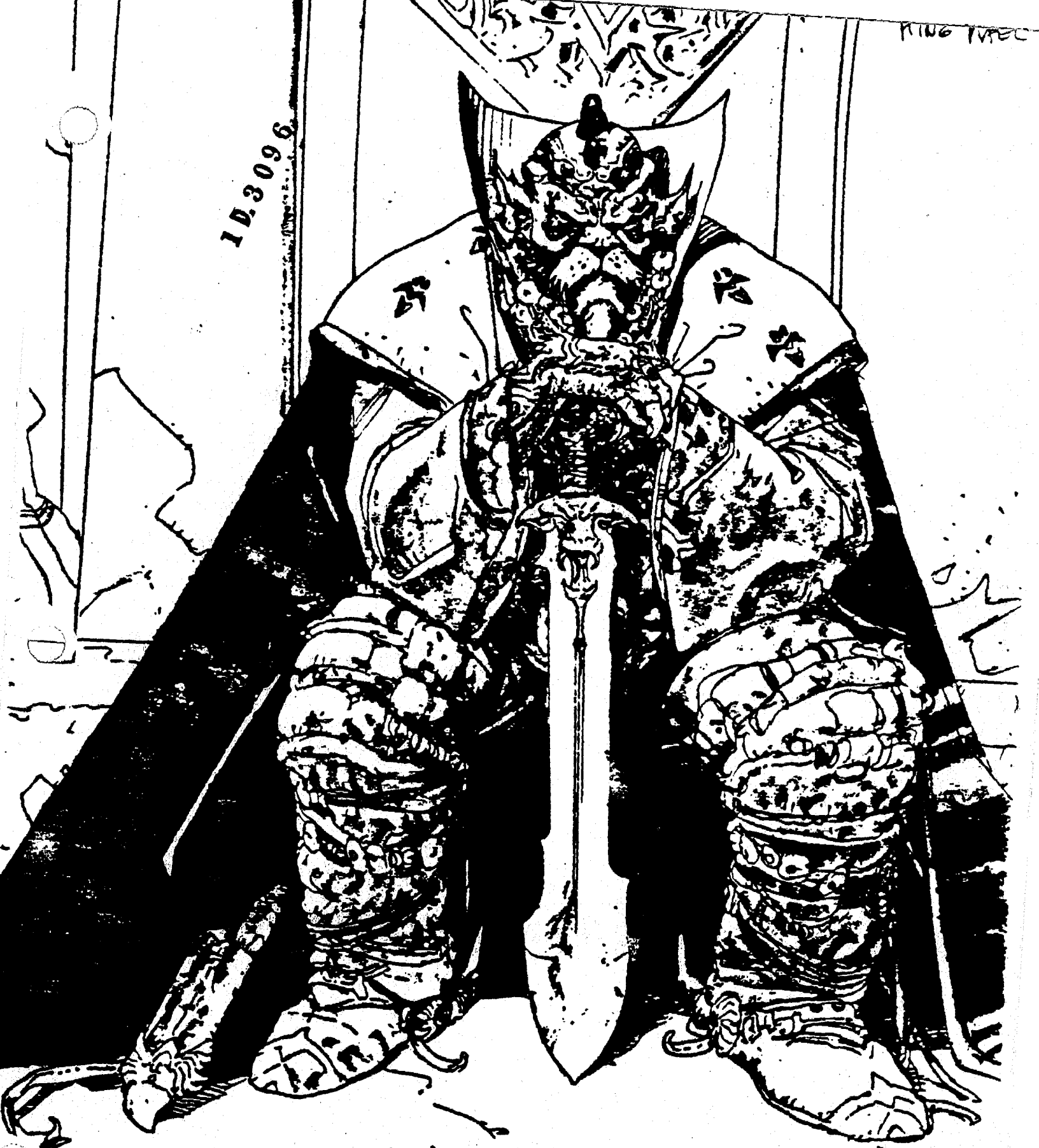

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MADMARTIGAN
Too bad you're not more like your father.

She looks at him a moment, then abruptly mounts her horse and rides ahead.

EXT. ROAD TOWARD SNOW CAMP - LATE AFTERNOON

The caravan rides toward a large Nockmaar camp. Death Dogs howl and fires burn ominously in the distance. Willow and Madmartigan watch as KING KAEL rides out to meet the caravan.

Kael is huge, powerful and cruel, part beast, part man, and he carries a terrible sword at his side. Sorsha carefully shows him the baby. He grabs it from her.

SORSHA
Be careful.

KAEL
Don't tell me what to do.

Kael viciously hits Sorsha, knocking her off her horse. Madmartigan and Willow watch angrily. Kael gallops toward camp with the baby under his arm. Sorsha shakes away the pain and, humiliated, mounts her horse.

MADMARTIGAN
We gotta get that baby out of here.

Raziel dashes around her cage.

RAZIEL
Tonight! Complete the philosopher's stone! I must be turned back! Back!

Looking off into the camp, angry and resolute, Willow takes out the ingredients for the stone.

WILLOW
I'll do it, Raziel...

EXT. SNOW CAMP - NIGHT

Now in a kind of portable cell, Madmartigan clutches the jail bars and looks out at the camp. Fires and torches burn, and Nockmaar soldiers patrol.

Shivering cold, Willow sits cross-legged in the jail,
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melting snow into a bowl. On a nearby lean-to, where skins and shields are kept, Raziel hangs in her cage.

Somewhere the baby is crying. In the distance Sorsha goes inside one of the tents. There's a muffled yelling between Sorsha and Kael. Then Kael storms out of the tent and goes inside the tent next door.

Willow pours the ashes into the melted snow.

RAZIEL
Let it settle. Carefully, slowly. Concentration and will. Now pour the water off.

As Willow works, Madmartigan binds together scrap sticks of wood, making a long pole. He gingerly hooks Raziel's cage with this, lifting it from the spike.

WILLOW
Oooh, this smells terrible.

RAZIEL
That's the life spark. Essence of magic and sorcery!

Madmartigan angles the pole and the cage slides toward him. He grabs it with both hands and rips it apart. Raziel right away scurries down the cell bars, jumps into the jail and bites Willow's hand.

WILLOW
Ouch!!

RAZIEL
Shhhhh!

They look out nervously at patrolling Nockmaar soldiers. Willow sucks the back of his hand.

WILLOW
What'd you bite me for!!

RAZIEL
We need blood. To nourish the stone. Charge the stone with energy.

Willow drips his blood into the concoction then stirs it with a twig. It begins to glow from within.

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RAZIEL
The components of the stone are fusing...

Willow's eyes widen with anticipation.

EXT. SNOW CAMP - NIGHT - LATER

Fires have burned down. Most of the camp is sleeping. It is nearing dawn. Madmartigan stares out at Sorsha's tent, deep in thought. Willow holds up the completed PHILOSOPHER'S STONE, a red ball of pliable putty.

RAZIEL
Again: what is the magician's weapon?

WILLOW
His will.

RAZIEL
Now use it.

Willow presses the philosopher's stone against the chainlock. He sheepishly looks over his shoulder at Raziel.

WILLOW
I just wanted to test it first.

RAZIEL
No! Change me back into a sorceress, Willow.

Willow goes to Raziel and concentrates with physical and mental intensity.

WILLOW
Avaggdu, suporium, luwatha...

It starts to work. Raziel curls into a ball of fur. The fur changes to feathers. She begins to squawk strangely. She emerges as a raven-sized bird.

WILLOW
What did I do?

He sags with exhaustion and massages his blistered hands. Then: CLINK! The lock falls open. They all look over, and Madmartigan picks it up off the ground.

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MADMARTIGAN
Not bad, Peck. I'm impressed. You busted the lock.

Willow clutches Madmartigan's arm. He holds up the stone.

WILLOW
Madmartigan. Let's go. Let's get Eloran Danan.

With coldness in his eyes, Madmartigan stares across the camp at Sorsha's tent.

MADMARTIGAN
Let's get Elora Danan.

They sneak away.

RAZIEL
Wait! What about me!

Raziel flaps her wings and flies up into the dark sky.

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EXT. THROUGH THE CAMP - DAWN

Willow and Madmartigan sneak behind tents, hiding from the patrolling guards. Very quietly they creep up to Kael's tent. Madmartigan knocks out a guard and steals his knife. They crawl dangerously over to Sorsha's tent.

MADMARTIGAN
You're a magician, Willow. But I'm a thief. Wait here. I'll get the baby.

Madmartigan slits the back of the tent open and slips inside. Raziel flutters down and lands on Willow's shoulder.

RAZIEL
I'm supposed to be a beautiful woman.

Willow shrugs apologetically.

INT. SORSHA'S TENT - DAWN

Crouched inside the large tent, Madmartigan calculates his next move. In the far corner, Sorsha lies asleep. He steals the baby from a crib of straw. Starts to

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leave. But stops. Willow pokes his head inside.

WILLOW
(whispers)
Come on, Madmartigan...!

Madmartigan stares over at Sorsha. Lured by her beauty, he slowly walks toward her bed.

WILLOW
What are you doing? Get out of there...!

Madmartigan looks down at her. Morning rushlight illuminates her youthful face, and her long red hair is spread across her pillow. Out of her armor, in soft nightclothes, she looks like a goddess. Upon her breast is a golden necklet, inlaid with ornate jewels. Quietly:

MADMARTIGAN
I love you.

He kisses her lips. Her eyes open.

SORSHA
One move, and you really will be a woman.

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Holding the baby, Madmartigan does not move a muscle. Sorsha holds a knife at his crotch.

SORSHA
You're a fool. Now put her back.

MADMARTIGAN
I'm not going to let this baby die.

Sorsha presses the knife.

SORSHA
Don't make me kill you.

Willow watches as Madmartigan carefully backs away from Sorsha.

MADMARTIGAN
I believe you would...

Sitting up, Sorsha waves her knife. Madmartigan places the baby in the straw crib.

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SORSHA
Why did you say that?

MADMARTIGAN
Say what?

SORSHA
I love you.

Madmartigan walks back to Sorsha's bed. Willow crawls into the tent, behind Madmartigan's back.

MADMARTIGAN
Because it's true.

SORSHA
I don't believe you.

Sorsha defensively kneels on her bed as Madmartigan walks toward her. He shows no fear of her knife, compelled instead by honest passion. For once, he isn't conning anybody. His feelings are genuine.

MADMARTIGAN
I wish it weren't true. I swore I'd never let this happen. I hate you. I hate your beauty, I hate your innocence, I hate the feelings you've awakened in me.

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The knife trembles in Sorsha's hand.

MADMARTIGAN
I'm in love with you, Sorsha. I don't want to be, but a power has enchanted me and I stand helpless against it. It's torture. Battlefield or prison cell was never half as cruel.

He kneels onto her bed. Her hand falls, her knife falls to the floor, her chest heaves with fear and emotion.

MADMARTIGAN
I want you and I can't have you so I want you all the more. If this were another time and another place I'd--

He stops. He looks into her eyes. Willow dashes out of the tent with the baby.

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SORSHA
You'd what?

Madmartigan takes Sorsha in his arms and kisses her. Her trembling body surrenders to him. Until:

They hear a SCREAM outside the tent. It all happens quickly. Kael rips open the canvas and catches them in their embrace. In one hand he holds the baby. In the other hand: Willow.

KAEL
What's going on here!!

Sorsha sees the baby, sees the empty crib, and smashes Madmartigan hard across the face.

SORSHA
Deceiver!!

Kael hurls Willow across the tent and tosses the baby in the straw. Growling horribly he lunges at Madmartigan. Madmartigan rolls away and sees Sorsha's sword nearby. Grabs it. As Kael draws his sword, Madmartigan artfully slices away the center pole, and the entire tent collapses.

EXT. SNOW CAMP - MORNING

Bodies writhe under the fallen mass of canvas, and Raziel hovers and screeches above. Then a silver blade slits through the tent, and out jumps Madmartigan wielding Sorsha's sword.

Alarm! Nockmaar soldiers and Death Dogs charge across the snow. Madmartigan battles them with incredible skill, backing toward the steep mountain slope.

Willow crawls out from under the corner of the tent, clutching the baby. Madmartigan kills several soldiers, littering the snow with bodies and weapons. Willow reacts, impressed by Madmartigan's swordsmanship. Madmartigan makes the mistake of acknowledging it: he bows, proud and cocky.

MADMARTIGAN
Whoops!

He slips on the ice and catches himself. Nearby a shield skids off along the snow.

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MADMARTIGAN
Willow! Jump on the shield!

Kael bowls and thrashes inside the collapsed tent. Then he gashes it open with his huge black sword. He sees Willow and the baby get on the large shield.

KAEL
Bowmen! Horses! After them!

Madmartigan runs toward the shield. Archers draw their bows. Madmartigan turns and sees Sorsha beside Kael.

MADMARTIGAN
Sorsha! I didn't betray you. I love you!

As arrows rain down around him, Madmartigan leaps onto the shield behind Willow. Sorsha watches them as they slide away down the mountain, Raziel flapping and shrieking overhead.

KAEL
Kill them!!

Kael waves his sword and a crack squad of Nockmaar HORSEMEN gallop down the mountain after the sled-shield.

EXT. DOWN THE SNOWY MOUNTAIN - DAY

Willow hugs the baby while he sits between Madmartigan's legs, and the shield zooms down the mountain, zig-zagging through trees. Madmartigan steers by using Sorsha's sword as a ski pole.

The Nockmaar horsemen gallop after them.

The shield skips and flies over snowdrifts and bumps. Raziel squawks in terror above them. Just missing trees and rocks, they pick up speed. Their eyes suddenly widen. Dead ahead is a huge wall of ice!

WILLOW
Nooo!!!

Willow shuts his eyes. The shield speeds toward the wall. At the last moment Madmartigan steers them into a small opening, little more than a crack. Raziel, nearly smashing into the wall herself, soars up into the sky and loses them.

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INT. ICE TUNNEL - DAY

They slide and sway down a long tube of ice, picking up incredible speed until they loop 360 degrees upside-down and around and go shooting out a hole at the other end.

EXT. MOUNTAINSIDE - DAY

They soar thorugh the air. Madmartigan and Willow shriek in terror. But Elora Danan giggles: she's having fun! But in the air the shield goes one way and they go another, flipping and hanging onto one another and landing on soft snow with a fffump. Inertia keeps them rolling.

Clumped together, they tumble down the mountain, gathering snow as they go, bouncing and rolling into a snowball that gets bigger and bigger and bigger and bigger and bigger!

EXT. VILLAGE - DAY

The snowball steamrolls toward a small village at the foot of the mountain. CHILDREN look up and squeal with delight while the adult VILLAGERS run for their lives.

It plows through the middle of the village, scattering peole and animals left and right. At last it smashes against a stone house and cracks open like an egg.

Raziel flies down and lands on top of the snowball, flapping her wings frantically. Madmartigan crawls out as the villagers rush up. They stand back in amazement: the baby starts crying.

MADMARTIGAN
Willow! Willow! Are you all right?

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Madmartigan drags Willow and the baby out of the snow. Willow's body is limp, he's unconscious. Then a VILLAGER points up at the mountain.

VILLAGER
King Kael!

ANOTHER VILLAGER
Nockmaar troops!

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MADMARTIGAN
(to villagers)
Help us.

In the distance Kael and his squad of about 15 horsemen charge toward the village. The villagers flee into their huts and houses. Madmartigan scoops up Willow and the baby. Some villagers usher them around a corner and into a house just as Kael's army invades the town.

INT. HOUSE CELLAR - DAY

Madmartigan is hustled underground thorugh a cellar into a hidden storage room and a disguised door shuts behind him. MEN, WOMEN and CHILDREN huddle here in silence, like refugees or criminals. Madmartigan hands the crying baby to a WOMAN then lays Willow on the floor. Suddenly a huge hand clamps his shoulder: his old friend and rival, Airk Thaughbaer.

AIRK
Madmartigan. Settled down with a family, huh?

Madmartigan knocks Airk's hand away.

MADMARTIGAN
You left me to die, friend.

AIRK
You managed alright.

MADMARTIGAN
Is this what's left of your army?

Among the refugees is a handful of war-battered WARRIORS. One of them, an OFFICER, looks out through the ceiling beams.

OFFICER
Keep that baby quiet.

They hear hoofbeats outside. Airk gives Madmartigan a flask of whiskey. He squirts whiskey into Willow's mouth and Willow coughs and shudders awake.

EXT. VILLAGE - DAY

Raziel flies onto a rooftop and looks down. Nockmaar soldiers flood the village, dismounting, kicking down doors, searching houses. Then Raziel sees Kael riding

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alongside Sorsha.

In her armor, at a distance, Sorsha looks fierce. But CLOSER, her eyes show confusion, hesitation. Kael watches her closely as he waves his sword at the village.

KAEL
Where is it! Tell us or we'll burn your village! Sorsha!

He shakes her roughly. She dismounts. Raziel watches as Sorsha and two other soldiers enter the house where Madmartigan and Willow are hiding.

INT. HOUSE CELLAR - DAY

Willow holds the baby tight. Madmartigan, Airk and the Officer watch through the cracks. Boots pound above, shaking dust down on them. A door opens.

Nobody breathes. Willow buries the baby in his chest. Madmartigan peeks through the door. Sorsha, alone, comes down into the cellar. They see her. Searching. Airk's men reach for their swords, begin to draw. Whisper:

OFFICER
Kill her.

Madmartigan shakes his head.

MADMARTIGAN
You'll draw the others.

Airk looks at Madmartigan curiously. Madmartigan watches Sorsha. She is right there, inches away. Inaudibly, he says her name. At last, she goes back upstairs.

INT. HOUSE - UPSTAIRS - DAY

Sorsha comes up and begins to leave with the other two soldiers.

INT. CELLAR

In Willow's arms, the baby lets out a cry.

INT. HOUSE - UPSTAIRS

Sorsha and the soldiers stop and draw swords. The
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baby's cry is suddenly drowned out by a loud SCREECH. Raziel flaps in through a window and flies madly around the house, cawing and shrieking insanely. Sorsha and the soldiers sheathe their swords and leave.

INT. CELLAR

Everyone sighs with relief.

EXT. VILLAGE - DAY

In the distance the Nockmaar army is setting houses ablaze and Kael is terrorizing the fleeing people with his sword. Sorsha mounts her horse. Her attention is momemtarily caught by a MAN across the street who, from the back, looks like Madmartigan. She gasps. The man turns around. She sags with disappointment, spurs her horse, and rides off.

The deadly squad of Nockmaar horsemen gallops out of the village.

INT. HOUSE - UPSTAIRS - DAY

Madmartigan and Willow come upstairs with Airk and his men.

AIRK
It's you they're after, Madmartigan. What did you do this time?

MADMARTIGAN
They're not after me. They want the baby.

1 D. 3 9 6

Living in the house is a scrawny, shifty-eyed man named CUTH. He watches and listens.

AIRK
Who is this baby?

Willow steps forward, both protective and proud.

WILLOW
The princess, Elora Danan.

They all know of her. They all sigh with respect and awe, and they bow.

PEOPLE
The prophecy has come true.

(CONTINUED)

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AIRK
Give her to us. We'll protect her.

Raziel screeches from a ceiling beam.

RAZIEL
Not safe! Not safe!

Willow looks up at Raziel hopefully.

WILLOW
We're taking her to Tir Asleen. She'll be safe there from Bavmorda's powers.

Airk looks up at Raziel. Then down at Willow. He clasps Madmartigan's arm.

AIRK
Tir Asleen is a myth. It doesn't exist.

RAZIEL
It does! It does! I will show you!

Airk impatiently waves the bird away and shoves Madmartigan in the chest.

AIRK 10.30.96
You gonna be a hero, Madmartigan? I've lost half my men fighting Kael, and Bavmorda, and the Nockmaar army. Now you and this Peck, and that magpie up in the rafters, are gonna take 'em on alone?

MADMARTIGAN
(challenging)
Then come with us.

Airk angrily stabs his finger at the floor.

AIRK
The war is here! In towns and villages like this!

Airk crosses his arms and turns his back, looking out at the burning houses and the suffering families.

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AIRK
You're chasing a dream.

MADMARTIGAN
Just get me some horses.

Airk glares at him furiously. Then he kicks open the door and storms out into the street. Madmartigan and Willow hurry after him.

EXT. MOUNTAINSIDE - VILLAGE OUTSKIRTS - DAY

Airk and his men, plus some villagers, watch as Madmartigan mounts a large horse. Then some villagers help Willow wiggle up onto a small pony. They sling the baby over Willow's back and stuff saddlebags with provisions

MADMARTIGAN
Once again, Airk, we say goodbye.

Sadly and cynically, Airk laughs.

AIRK
One day one of us willl stand over the other's grave.

I.D. 3086

They shake hands ruggedly. Madmartigan nods at Willow and they head off. Airk watches them go, clearly ambivalent about staying behind. They ride up the snowy slope, Raziel circling above.

WE SEE Cuth. He scratches his filthy beard. He sneaks off through the village, in the direction of the Nockmaar army.

EXT. MOUNTAIN - DAY

Snow swirls around them as they climb. Then, oddly, the mountain becomes warmer, and the snow melts away. They reach a slope of dark vitreous lava.

RAZIEL
Nockmaar! Nockmaar!

Far away, at the top of the mountain, looms the ominous Castle of Nockmaar. The black lava flows away from it like a deadly shadow.

EXT. CAVE OF THE EBORSISK - DAY

Their horses rear up as they approach the mouth of the
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cave. Raziel waits for them, circling and cawing.

RAZIEL
This way! The cave!

They dismount and lead the horses. But the horses panic, their frightened neighing voices echoing deep in the gloomy cave, and they break away and run off.

Willow swallows hard. He and Madmartigan follow Raziel inside.

INT. CAVE OF THE EBORSISK - DAY

Daylight is soon replaced by the orange glow of molten lava.

WILLOW
Madmartigan! I can't stand being in closed-in places.

MADMARTIGAN
Want me to carry Elora?

WILLOW
I'm used to her. How's she doing?

10.6096

Willow wears the papoose on his back. Madmartigan looks in at the baby's face.

MADMARTIGAN
She's doing a lot better than we are, Peck.

Willow and Madmartigan laugh, which breaks the tension. Then a geiser of steam hisses near them and a bat screeches somewhere and the tension's back. They keep going.

INT. DEEPER IN THE CAVE

Hot liquid drips from the ceiling. Hissing steam bubbles from the floor. They go single-file along a ledge over a foaming lava pit. Raziel is squawking way ahead in the distance.

MADMARTIGAN
Willow...this may be a bad time to ask this question but...what if Raziel's wrong?

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ID.3096

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WILLOW
She can't be wrong. She's a very very very powerful sorceress.

MADMARTIGAN
She's a bird, Willow.

WILLOW
That's my fault, not hers. I've got to keep practicing. I'm still in the learning stage but magic, Madmartigan, requires concentration and--

MADMARTIGAN
Watch it!

WILLOW
Ahhh!

Madmartigan lunges and grabs Willow just as he is about to fall into the lava pit. He hauls him to safety. They gasp with relief. Then they head deeper into the cave. They stop. They hear something. Something strange.

Then, something moves on the wall.

WILLOW
I hate this.

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The cave walls come to life. Down them crawl ugly ROCK PUFFERS, pillow-sized wall crabs that screech horribly like bats. Madmartigan fights them off with his sword. The Rock Puffers bloat themselves up, tripling their size. Madmartigan stabs one and it hisses away like an untied balloon.

Suddenly, distant hoofbeats thunder and echo. Madmartigan flashes his sword and turns around, ready to defend Willow and the baby against the army.

MADMARTIGAN
Go, Willow! Run! Run!

Willow listens as the hoofbeats get louder and louder. At last he turns and runs deeper into the cave. Madmartigan waits.

The Nockmaar soldiers, now increased to eighty, come charging down the cave. Kael rides in the lead alongside the turncoat Cuth. As they gallop along the

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ledge, Cuth makes the mistake of crowding Kael, who angrily elbows him, horse and all, into the boiling pit.

The army tramples over the Rock Puffers, which explode underfoot. Madmartigan braces himself as they stampede toward him. But suddenly the horsemen all screech their horses to a halt. The horses rear and back away.

Madmartigan stands there, wondering. Then suddenly a shadow looms behind him. He turns.

The EBORSISK roars and the cave shakes and thunders. It's an enormous two-headed monster that doesn't like visitors.

MADMARTIGAN
Willow! Willow!

He looks around frantically. Willow is nowhere to be seen. Then the baby cries out. Madmartigan sees them, cowering behind a rock. He runs toward them. The Eborsisk exhales flames over his head.

KAEL
Go after them!

Soldiers obey Kael and go after Madmartigan. He fights them, hacking down a few, while a few others are incinerated by the Eborsisk. Sorsha's horse rears as she watches Madmartigan battle for his life. Archers shoot arrows, which pierce the Eborsisk and make it even angrier.

Willow digs one of his magic acorns out of his pocket. A head of the Eborsisk gnashes at Madmartigan. Madmartigan looks to Willow for help.

MADMARTIGAN
Hurry, Willow! Throw it!

Willow winds up and throws with all his might. The Eborsisk blasts a flame, which startles Willow, wrecking his aim. Madmartigan's eyes pop open and he ducks as the acorn whistles by his ear. The acorn bounces off a rock and flies back, trickles along the ground and hits a Nockmaar soldier, who is already dead. The soldier's body turns to stone.

RAZIEL
Look out!

One of the Eborsisk's heads lunges toward the baby.

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Raziel dives like a rocket and attacks the monster's eye as Willow whisks the baby away.

Then Madmartigan leaps up on the Eborsisk. He climbs up over its flaming head and drives his sword down through its skull. The Eborsisk howls horribly and its wounded head falls. Madmartigan topples down its back and leaps onto a horse, knocking its rider off and, all in one swashbuckling move, scooping Willow and the baby up onto the back of the horse and galloping away.

KAEL
After them!!

But as his horsement charge forward, the Eborsisk falls to its knees, half dead. The surviving head blasts the soldiers with fire. They rear back on their horses and continue to battle the monster with arrows and spears.

EXT. CAVE - TIR ASLEEN - DAY

They ride out of the mouth of the dark cave into a lush valley of flowers. In the distance stands the beautiful CASTLE OF TIR ASLEEN. Raziel zooms up out of the cave an flies above them as they gallop fullspeed toward it. She soars higher and higher and flies right over the castle wall.

EXT. TIR ASLEEN CASTLE - DAY

The door of the castle is half open. Madmartigan and Willow gallop inside.

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INT. TIR ASLEEN - DAY

Raziel flies down to meet them as they ride into the castle courtyard. A haunting wind drones among TWELVE PILLARS which look like stone from a distance.

RAZIEL
Tir Asleen.

WILLOW
There's nobody here.

They approach the twelve pillars.

RAZIEL
The Knights of the Pacalade. The king's bravest warriors.

Suddenly they hear hoofbeats and a warcry.

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EXT. TIR ASLEEN - DAY

Kael and his army charge out of the cave and trample across the valley of flowers.

INT. TIR ASLEEN

Madmartigan rushes to the heavy door and strains to shut it.

RAZIEL
Turn them back, Willow!

Willow stares at the twelve knights.

WILLOW
How??

RAZIEL
Use the philosopher's stone! Hurry! Invocation! Release them!

The castle door is rusted and old. Madmartigan heaves against it. Outside he can see the army storming toward him.

Willow digs out his philosopher's stone. He squints and strains, concentrating his energy.

WILLOW
Beings within, beings without!
Danu danu walkail funiavtha!

He continues to chant and to concentrate. One of the knights comes to life.

WILLOW
I did it! Madmartigan! Come here! Look! You gotta see this! I did it!

RAZIEL
More! More!

Madmartigan heaves the door shut just as the army charges up, and he locks it with a huge bolt.

EXT. TIR ASLEEN - DAY

The Nockmaar horsemen rear back from the locked door.

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KAEL
Assault! Scale the walls!

He sends his men in all directions. They leap off their horses and hack down trees from the nearby woods.

INT. TIR ASLEEM

Willow brings the knights to life, one by one.

WILLOW
Tuatha tuatha danu!

Each knight shakes himself into action. Madmartigan follows them in an armory.

WILLOW
Raziel! I transformed them all! I'm a magician!

RAZIEL
You didn't transform them, Willow, you released them. That was nothing. Now change me.

Willow's on a roll. He rubs his hands together.

WILLOW
I feel like I could do anything!

He drops to his knees and stretches his philosopher's stone apart like an accordian.

EXT. TIR ASLEEN

The Nockmaar soldiers throw rope ladders and lean entire trees against the castle wall

INT. TIR ASLEEN - ARMORY

Madmartigan and the knights grab weapons and armor. Two knights wheel a catapult out ot the battlements. Madmartigan sees, displayed specially on a rack, a complete set of armor of shining silver. He reaches out to touch it.

KNIGHT
It belonged to our king.

INT. TIR ASLEEN - COURTYARD

The knights light a fire and boil vats of oil. Willow

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struggles to transform Raziel, trying to remember all he has learned.

WILLOW
Capture the energy...limitless power of the will...avvdachh doth indicht rredd baerkinhaekin!

Raziel begins to change. From a bird, she expands, stretches, and turns into a GOAT.

WILLOW
Raziel? Is that you? Oh-oh. What happened?

Raziel tilts her goat head.

RAZIEL
I hate this.

Suddenly flaming arrows rain down over the castle wall. Willow scoops up the baby and he and Raziel run for cover.

EXT. TIR ASLEEN

From their horses Kael and Sorsha watch as the soldiers climb the wall. They suddenly hear a hacking noise above and several Nockmaar men tumble down the ladders. Sorsha looks up.

High on the wall stands Madmartigan, magnificently dressed in the glimmering armor of the King!

Kael roars and points his deadly sword up at Madmartigan. Then several soldiers attack the castle door with a huge battering ram and smash it open.

KAEL
Attack!!

Kael and Sorsha gallop into the castle with other Nockmaar horsemen, while Madmartigan continues to battle attackers on the castle wall.

INT. TIR ASLEEN

Willow looks up as the horsemen charge into the courtyard. He makes a run for the hallway. SIX HORSEMEN chase after him, jumping off their horses and drawing their swords.

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Sorsha dismounts, draws a sword, and strides up the stairs toward the top of the wall.

INT. ARMORY

Willow runs into the armory and sets the baby down in a corner. The six horsement run in and corner him. He grabs an enormous broadsword. Swings it like a baseball bat. The momentum of the heavy sword hurls Willow across the room. The blade pierces a Nockmaar man. Willow grunts an yanks the sword out. The remaining soldiers come after him. Willow swings and flashes the sword as they close in on him.

EXT. TIR ASLEEN

The knights pour boiling oil down the wall, cooking several enemy attackers. Madmartigan swordfights precariously along the ridge of the wall.

INT. TIR ASLEEN

In the courtyard, Raziel the goat butts a few soldiers as the battle rages.

UP ON THE WALL

Madmartigan stabs a minion and sends him hurtling down the wall. Then he turns around. Five more enemy swordsmen slash at him. Madmartigan is amazing: spinning, lunging, ducking, he takes out one, two, three, four of them with ease. But not the fifth.

It's the Nockmaar Lieutenant. He and Madmartigan swordfight. The Lieutenant hacks the sword out of Madmartigan's hand: it clatters down into the courtyard.

Madmartigan throws up his arm. The Lieutenant's sword clangs against his wrist armor, knocking Madmartigan onto his back. With two hands the Lieutenant lifts his sword high and goes to kill Madmartigan. Madmartigan shuts his eyes. But nothing happens.

Madmartigan opens his eyes. The Lieutenant stands there, frozen, staring at him. Then falls forward. Rolls over Madmartigan. And plummets off the wall. In his place stands Sorsha, holding a bloodied sword.

MADMARTIGAN
Sorsha.

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SORSHA
Madmartigan.

He props himself up on his elbows and smiles.

MADMARTIGAN
Whose side are you on?

She reaches down and pulls Madmartigan to his feet.

SORSHA
Yours.

They look into each other's eyes. They go to embrace.

MINION
Arrrggghhh!!

Out of nowhere a Nockmaar minion attacks them, his sword flashing over his head. Sorsha hardly moves. She simply dusts him off the wall with her sword. She turns back to Madmartigan.

SORSHA
I love you.

Their armor clanks as they throw their arms around each other and kiss, high up on the castle wall.

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INT. TIR ASLEEN - COURTYARD

Kael looks up from his horse.

KAEL
Sorsha!!

He sees Sorsha and Madmartigan coming down the wall, fighting Nockmaar troops. Kael holds up his great hand. In it he holds the baby.

KAEL
Bordak!

Kael waves his men after Sorsha and Madmartigan.

KAEL
Kill them both!

He laughs viciously then gallops toward the castle door. As he reaches it he abruptly stops.

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EXT. TIR ASLEEN

Two hundred HORSEMEN are charging straight toward Kael. Led by Airk Thaughbaer!

CLOSER, riding in Airk's saddlebags, with their tiny daggers flashing, are the long-lost brownies, Teemo and Rool!

INT. TIR ASLEEN

Kael stuffs the baby deep inside his tunic.

KAEL
Troops! To Nockmaar! Ride with me!

EXT. TIR ASLEEN

Kael and his men gallop across the valley of flowers and hack their way through Airk's army.

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Kael and his men gallop across the valley of flowers and hack their way through Airk's army.

INT. TIR ASLEEN

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Madmartigan and Sorsha mount horses. Willow staggers out of the armory, wounded and bleeding.

WILLOW
I'm sorry. There were too many of them.

Madmartigan scoops him up. With seven surviving knights, they ride out.

EXT. TIR ASLEEN

Many of Kael's men fall in battle. But Kael and a dozen horsemen plow through and escape into the cave.

Madmartigan rides up to Airk Thaughbaer and their horses powerfully dance around each other.

MADMARTIGAN
Out for a little ride in the country, Airk?

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AIRK
Thought you might get lonely, Madmartigan!

Then they drop the bravado and clasp hands.

MADMARTIGAN
Thank you, friend.

AIRK
Let's go.

They charge into the cave. The clamor of their hoofbeats echoes and then fades to silence. The valley is littered with fallen soldiers.

Then, Raziel trots out of the castle. She clip-clops across the valley and follows the others to the cave.

EXT. VOLCANIC MOUNTAINSIDE - DAY

The Nockmaar horsemen race out of the cave and gallop up the obsidian mountain toward the dark castle.

The army of Tir Asleen thunders out of the cave in pursuit.

Arrows fire back and forth. The Tir Asleen army stays right on the enemy's tail. Willow hangs on to Madmartigan for dear life.

Airk and Madmartigan ride side by side, perfect teamwork, and cut a few Nockmaar men down.

Then Madmartigan turns and sees Sorsha ride up past everybody. What a rider she is! She surprises a couple of Nockmaar soldiers, swordfighting as she rides, killing them both. But she can't catch Kael. He rides ahead of everyone else, whipping his horse at an incredible speed toward the castle.

The chase continues up the mountain. The Tir Asleen army keeps firing arrows at the enemy, or cutting them down with their swords, until only two Nockmaar men ride behind Kael. At last Kael reaches the castle drawbridge and leaps onto it as it begins to rise. His two remaining horsemen leap after him but fall short and tumble into the dry craggy moat.

The drawbridge shuts with a loud echoing KLUNGG! Madmartigan and Airk screech to a halt on the brink of the moat. They look up. The castle looms, huge, dark,

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powerful, evil.

MADMARTIGAN
Sorsha! Any way in there?

Sorsha rides up to his side.

SORSHA
No. The fortress is protected on all sides.

The Tir Asleen warriors, dwarfed by the huge black wall, look at one another with doubt and worry.

AIRK
Make camp! We'll assault at dawn.

The army dismounts and begins to unpack supplies. It is late in the day and shadows lengthen toward evening.

INT. NOCKMAAR CASTLE - LATE AFTERNOON

Kael carries the baby through the castle and climbs up the gloomy narrowing stairs of the QUEEN'S TOWER. He comes to a large door and hesitates a moment, showing fear. Then creaks the door open.

INT. QUEEN'T TOWER

BAVMORDA looks up. Kael cowers, afraid of her evil power.

BAVMORDA
Kael!

Carved in the floor is a MAGICIAN'S CIRCLE, and in the very middle of this is a sacrificial altar made of shining copper. Bavmorda stands over the altar, wearing black robes. Behind her stand two decrepit DRUIDS. Kael bows.

KAEL
Queen Bavmorda. I have the child.

The baby squirms and cries. Seething with hate, Bavmorda reaches out her arms, then shrinks back.

BAVMORDA
We must start the ritual!

She hears noise outside the castle.

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BAVMORDA
What is that?

KAEL
An army of rebels and traitors.

Bavmorda closes her eyes, holds out her hands and feels the vibrations and energy around her. Psychically:

BAVMORDA
Where is Sorsha?

KAEL
She has turned against you.

Bavmorda opens her eyes furiously. To her druids:

BAVMORDA
Purify the altar! Arrange the implements! I'll deal with Sorsha!

D.3090

The druids take the baby from Kael. Bavmorda storms out the door.

EXT. NOCKMAAR CASTLE - DUSK

The Tir Asleen rebels pitch tents and build fires. Then they feel a terrible presence and look up at the castle wall. Amid torches and hideous minions, Bavmorda leers down at them and laughs.

BAVMORDA
This is not an army!

Sorsha looks up, and her mother seems to laugh right at her. Madmartigan steps forward. Seeing him in the armor of the King, Bavmorda stops laughing, taken aback.

RAZIEL
Willow! Get out of here! Quick! Hide!

Raziel suddenly butts Willow into a tent.

INT. TENT

Willlow tumbles into the tent and Raziel follows him.

RAZIEL
Get down! The ritual chant! Quick! Protect yourself!

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WILLOW
Why?

RAZIEL
Just do it!

Willow takes out his philosopher's stone and begins to chant.

EXT. NOCKMAAR CASTLE

Madmartigan faces the queen.

MADMARTIGAN
We've come for Elora Danan! Turn her over to us!

Bavmorda stabs her finger down at him.

BAVORMDA
You dare to challenge me? You are not warriors. You're pigs!

She waves her hand, casting a horrible spell over the army. Madmartigan's body begins to change its shape. His armor breaks apart. He grows hideous. 10.30.96

BAVMORDA
You're all pigs!

The rebel soldiers panic and run. Slowly, horribly, they all expand and contort, ripping out of their armor and clothes, casting down their weapons and shields.

SORSHA
Mother! No!!

BAVMORDA
You made your decision!

Bavmorda points at Sorsha, and Sorsha, too, begins to change. The mountainside becomes a sea of writhing flesh. Every one of the Tir Asleen army is transformed into a pig.

INT. QUEEN'S TOWER - DUSK Bavmorda throws open the door. Her druids are binding the baby in a leather thong.

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BAVMORDA
Begin the ritual. Now! Light the first candle.

A druid lights one of THIRTEEN ENORMOUS CANDLES. Bavmorda glares up at the roof. In the middle of it is a large circular hole showing the starlit sky.

BAVMORDA
Come, thunder. Come lightning.
Touch this altar with your power.
Come into my tower...

Lightning flashes faintly and thunder rumbles in the distance. Bavmorda smiles with satisfaction.

A druid places the baby on the altar. The other druid hits a loud gong, once. Bavmorda enters the Magician's Circle. Her face contorts as she recites:

BAVMORDA
Dark runes, dark powers! Blend and bind, bind and blend, Universal night! And the might of Nockmaar!

Magically she produces a razor-sharp knife. Lightning flashes again, getting closer.

INT. TENT - NIGHT

Willow is crouched on his knees, chanting with his eyes closed.

RAZIEL
It's over, Willow. You did well.
You protected yourself.

Willow looks up. He hears the grunting outside. With great trepidation, he crawls to the tent door.

EXT. NOCKMAAR CASTLE - OUTSIDE TENT - NIGHT

Willow shudders in horror at the grotesque sight. Amid horses and tents and weapons, hundreds of pigs wander about. Willow stands and walks through them. He looks down at one point and sees Rool and Teemo: two tiny baby pigs. Then he turns and runs back into the tent.

INT. TENT - NIGHT

Willow collapses to his knees beside Raziel.

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WILLOW
I've come all this way and now Elora Danan's going to die!

RAZIEL
No! I can still defeat Bavmorda!

WILLOW
She's too powerful, Raziel

Raziel sternly stamps the ground with her hoof.

RAZIEL
A true magician, Willow, never surrenders. She is a sorceress-I am a sorceress! Transform me now and I will destroy her! Hexagram!

Willow grabs a sword and draws a hexagram around Raziel. He steps outside of it, holds up his philosopher's stone and begins his magic.

WILLOW
Banish all disturbing forces from this place. Fire, water, above and below. Balance. Balance. Balance.

Raziel begins to change. Willow wrestles with his own powers of concentration and will, now and then losing strength.

RAZIEL
(voice distorted)
Don't give up! Willow!

He chants and strains. Raziel momentarily changes into a partly-formed grotesque creature. Then into a deer. Then she becomes human. At last she becomes herself, a once beautiful and now elderly woman. Willow covers her unclothed body with a simple smock.

WILLOW
Raziel!

She looks down at her old hands. Then her eyes focus with purpose.

RAZIEL
We've got a lot of work to do, Willow. Bring in our brave men.

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Willow opens the tent. Some pigs shuttle in, and Raziel begins to change them back into warriors.

EXT. NOCKMAAR CASTLE -NIGHT

Stationed high on the castle wall, three Nockmaar MINIONS laugh and drink. Then they hear the terrible SCREAM of the baby. They look up at the Queen's Tower.

INT. QUEEN'S TOWER - NIGHT

A druid hits the ceremonial gong, twice. The baby shrieks. Standing over her, Bavmorda crushes a piece of glass with her bare hands and drops the fragments into a Witch's Bottle.

BAVMORDA
Black fire forever kindled within,
Let the second right begin!

With a pair of razor-sharp shears she clips the baby's tiny fingernails and sprinkles them into the Witch's Bottle. The bottle glows and sparks, and the heavens answer with distant thunder.

EXT. NOCKMAAR CASTLE - NIGHT

In the dark Tir Asleen camp some figures crouch low and hurry from tent to tent. CLOSER, the faces of rebel warriors, watching the castle wall. Fear.

INT. TENT - NIGHT

Willow, Raziel, Madmartigan, Sorsha, Airk Thaughbaer and a dozen rebel warriors argue back and forth.

AIRK
Uphill with our rough weapons,
we'll never make it!

SORSHA
Elora Danan will die!

RAZIEL
By dawn, upon thirteen tolls of the
runic drum!

WARRIOR
Bavmorda is too powerful. We need
more forces. I say we retreat!

The other warriors agree.

(CONTINUED)

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RAZIEL
Bavmorda cannot transform you. I've protected this camp with a spell.

MADMARTIGAN
Can you use your magic to get our men into the fortress, Raziel?

Raziel shakes her head.

RAZIEL
Bavmorda has shielded it with a spell of her own.

The warriors grumble and protest. In a corner, Rool and Teemo poke their heads in under the canvas. Curiously they look at Willow, who sits in silence and deep thought, scratching the ground with his fingernail.

AIRK
It's hopeless. We need to regroup and try again.

The warriors rumble.

WILLOW
Wait!!

Willow jumps to his feet. They all turn to him.

WILLOW
I have an idea. Back in my village we catch a lot of hedgehogs.

MADMARTIGAN
Willow, this is war, not agriculture!

WILLOW
I know, I know! But this is a way to get into that castle...

They all gather around Willow to listen.

INT. QUEEN'S TOWER - NIGHT

Thunder rumbles. Bavmorda looks up. Her face is gradually becoming more grotesque as the ritual proceeds. A druid hits the gong three times. Now three candles are lit. The baby screams on the altar.

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With a demonic laugh, Bavmorda digs her hands into a deep vat of blood then raises them over her head. The blood runs down her arms into the folds of her black cloak.

INT. TENT - NIGHT

They all look at Willow.

AIRK
It's too much work.

WARRIOR
It can't be done.

SORSHA
Kael will never fall for it.

Willow looks hopefully at Madmartigan.

MADMARTIGAN
(doubtful)
I don't know, Willow.

WILLOW
Madmartigan, you promised me you'd take care of Elora Danan. Like your own daughter. She is all that matters. Are you going to abandon her?

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Madmartigan turns away and scratches his beard.

AIRK
Come on, Madmartigan. You gonna listen to a Peck? You and I are warriors. You know this plan will never work.

Frustrated and torn, Madmartigan brushes Airk away. The men rally with Airk. Mdmartigan goes over to Sorsha.

MADMARTIGAN
We'll probably die here, Sorsha.

SORSHA
I have no family.

The gong rings out four times. Raziel turns to Airk and his men.

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RAZIEL
If we do not fight, and the baby dies, all hope for the future is lost. I shall face the danger alone if I have to.

The men shake their heads.

WILLOW
Me, too.

Madmartigan, still torn by indecision, raises his arm and silences the protest.

MADMARTIGAN
Time is running out. We must now decide who's going to leave and who is going to stay...

EXT. NOCKMAAR CASTLE - NIGHT

Light pulsates in the Queen's Tower.

INT. QUEEN'S TOWER - NIGHT

The druids cower behind Bavmorda, whose face has taken on the hideous features of a hellish beast. The baby has been streaked with ritual paint.

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BAVMORDA
Ocht veth nockkthirth bordak!

Her voice growls a sickening chant, and light shoots out of her claw-like fingers, enveloping the baby. The baby levitates above the altar in a cocoon of light.

EXT. NOCKMAAR CASTLE - DAWN

The sun rises over the volcanic mountain. The gong strikes twelve times. PAN ACROSS the slope outside the castle. The Tir Asleen army is gone. Littered across the ground are flattened tents, broken wagons an discarded shields. The wind howls, taking bits of debris with it.

Alone on the deserted mountainside stand Willow and Raziel

RAZIEL
Time is running out.

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WILLOW
Surrender!!

Nockmaar soldiers peer down and laugh. Willow and Raziel trek closer to the castle wall. Willow cups his mouth.

WILLOW
We are all-powerful magicians! Give us the baby or we will destroy you!!

The Nockmaar soldiers roar with laughter.

KAEL
Kill them!

The great drawbridge falls across the moat. Willow clutches a spear and trembles nervously.

RAZIEL
Patience, Willow.

WILLOW
Courage, Willow.

Hoofbeats. EIGHT HORSEMEN ride out of the castle with swords high. Willow lifts his spear with two hands. Turns. And smashes the spear on the ground, striking a loud war drum!

Suddenly Madmartigan leaps out of the ground on horseback!

And the entire mountainside comes to life. Tents and shields fly away and out of pits and trenches the Tir Asleen army charges with one loud warcry!

The eight Nockmaar horsemen are quickly cut down. The rebels storm across the drawbridge into the castle. Airk Thaughbaer scoops Willow up on his horse, and Sorsha scoops Raziel up on hers.

INT. NOCKMAAR COURTYARD - CONTINUOUS

Madmartigan leads the assault, cutting down Nockmaar minions as they run out to defend the fortress. Sorsha slides off her horse with Raziel. Airk sets Willow down. Sorsha leads Willow and Raziel into a dark hallway.

Rebel warriors storm into the courtyard. Madmartigan
(CONTINUED)

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circles behind Airk, their horses dancing handsomely.

AIRK
Let's squash 'em!

In unison, their swords flash and they charge across the courtyard chopping down the enemy.

INT CASTLE HALLWAY - DAY

Sorsha hurries Willow and Raziel down a dark hallway. They come to a corner.

SORSHA
No, Willow!!

She grabs him by the collar and yanks him back. A huge DEATH DOG leaps out with a gnashing ROAR and Sorsha kills it with her sword. Willow sags with relief and the women grab his hands and haul him further down the tunnel.

INT. TOWER STAIRWAY - DAY

They come to the gloomy stairs that corkscrew up into the Queen's Tower. Willow climbs nervously behind Raziel and Sorsha. At the top is THE DOOR. Light throbs behind it.

Suddenly they hear a loud SHRIEK and the door shakes and bangs. Willow falls to his knees, frozen with fear.

SORSHA
I will face my mother alone.

Willow and Raziel stay back on the stairs. Sorsha climbs to the door. Courageously, she opens it.

INT. QUEEN'S TOWER - DAY

Bavmorda's monstrous face FILLS THE SCREEN.

BAVMORDA
Sorsha!!

Sorsha recoils in horror. Bavmorda looks barely human: she has transformed into a grotesque witch. She waves her gnarled hand and her druids attack Sorsha. Sorsha kills them. The baby lies under a deathlike spell on the copper altar.

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SORSHA
I won't let you kill her!

Bavmorda's voice is a demonic growl.

BAVMORDA
You are a weakling. Like your father! Can you not see that I am about to become all-powerful!

Lightning explodes overhead. Sorsha lunges for the baby. But Bavmorda stops her with a powerful energy force.

SORSHA
No!!

Pulsating light lifts Sorsha, levitates her across the room, and drives her toward a wall of spikes. Just as she is about to be impaled, another force stops her. Bavmorda can sense the source of it:

BAVMORDA
Raziel...!!

The door flies open. The twelve burning candles all blow out. There stands Raziel. Sorsha falls to the floor, unconscious. Raziel raises her arms magnificently. The sorceresses face each other.

INT. CASTLE COURTYARD - DAY

Battle rages. Madmartigan and Airk lead the assault, and the Tir Asleen rebels push back the Nockmaar minions. Down low, where weapons and bodies fall and horses clop and stamp, the brownies scurry along in terror, arms crossed over their heads, looking for shelter.

Like mice, they dart up some stairs. Then a huge boot nearly crushes them. They dive away and look up. Towering high above them, Kael lets out a loud warcry. And brandishes two weapons, a huge sword and a huge axe.

Madmartigan and Airk turn and see Kael. They look at each other. Like samurai warriors they stand ready. Kael rattles his weapons and charges toward them.

INT. TOWER STAIRWAY - DAY

Willow creeps toward the door. It suddenly throbs and
(CONTINUED)

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flashes. He jumps back.

INT. QUEEN'S TOWER - DAY

Bavmorda and Raziel oppose each other, circling the altar. The air between them crackles and sparks with the concentration of energy between them.

RAZIEL
The baby will be queen. It has been foretold, Bavmorda.

BAVMORDA
My ritual will kill the prophecy! Now the child dies with it, its energy exiled into oblivion!
(lightning flashes)
You see? I hold the power of the universe!

RAZIEL
Not until your ritual is complete!

BAVMORDA
And who will stop me? The elements are slaves to my command!

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She points at the sky. As if obeying her, lightning flashes and thunder cracks.

RAZIEL
There is no one who can match your sorcery. Except me!

Raziel waves her arms and light suddenly swirls around the room. Bavmorda counters, and chairs come to life, turning into beasts. Objects fly about. The tower becomes a storm of chaos and witchcraft.

INT. CASTLE COURTYARD - DAY

Kael swings his axe and sword at Airk and Madmartigan. He roars at his army, and six Nockmaar swordsmen hurry over to fight with him. Madmartigan and Airk split up. Madmartigan battles the six swordsmen. Airk battles Kael, who backs Airk up stairs on the castle wall.

Madmartigan fights in the courtyard. He hears a yell and looks up. Kael strikes Airk down.

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MADMARTIGAN
Airk!!

Airk falls down the stairs. Madmartigan finishes off the swordsmen, then runs to him, grabs his bleeding body.

MADMARTIGAN
Airk! Airk!

AIRK
Madmartigan...you're a brave warrior...a true friend...a good man...

MADMARTIGAN
We're gonna win this war, Airk.

An incredible smile lights up Airk's face as he dies. Madmartigan stands. Picks up his sword. And goes up the stairs after Kael.

INT. QUEEN'S TOWER - DAY

The sorceresses continue their battle. They change each other into various beasts. They fight, physically and magically.

In the midst of chaos, the door opens. Willow pokes in his head, reacting in fear. Then sneaks around the wall of the room and makes a dash for the baby.

BAVMORDA
As above, so below! Universe of evil, Raziel! It conquers even you!

Bavmorda hurls a final spell at Raziel, crippling her, throwing her into a corner. Bavmorda laughs and goes to the altar. The baby is gone.

Willow races toward the door with the baby. The door suddenly slams shut. Bavmorda's voice roars out:

BAVMORDA
Stop! Bring back that child!!!

Willow stops. He turns around. Bavmorda towers over him, grotesque, monstrous, poised to destroy Willow with her magic.

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BAVMORDA
Who are you?

WILLOW
I'm Willow Ufgood. I'm a magician.

Bavmorda laughs. Willopw slowly walks toward her. He digs into his pocket. Takes out his last magic acorn.

WILLOW
I'm a <u>great</u> magician.

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Willow throws the acorn at Bavmorda. Her hand shoots out and catches it. The acorn begins to turn her to stone, petrifying her hand, her wrist, her arm. Willow backs away, feeling successful. But with intense concentration of her evil will, Bavmorda fights off the acorn's spell. It reverses: her arm, wrist and hand turn back to flesh. She crushes the acorn in her fingers and lets the dust fall to the floor.

BAVMORDA
Is that the extent of your power?

Willow stands there helplessly. Thunder cracks and lightning flashes through the open ceiling above the altar.

INT. CASTLE COURTYARD - DAY

The Tir Asleen rebels, outnumbering and overpowering the Nockmaar army, fight toward ultimate victory.

Madmartigan battles Kael on the wall outside the Queen's Tower. Up and up they go. A spectacular swordfight. Until finally, Madmartigan stabs Kael through the heart. Kael screeches and falls through the air into the moat.

Madmartigan hurries toward the top of the tower.

INT. QUEEN'S TOWER - DAY

Bavmorda looks up at the sky then down at Willow.

BAVMORDA
Place it on the altar.

WILLOW
No. You can't have her.

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BAVMORDA
By ritual, by sorcery, I will draw the lightning and send this child into the destructive realm.

Willow straightens up, boldly, courageously.

WILLOW
And with my magic I'll send her into the...into the...

He gropes for a word. Bavmorda laughs at him.

BAVMORDA
You're no magician.

WILLOW
Into the good.

Bavmorda instantly stops laughing. Her eyes flash.

BAVMORDA
Even I don't have the power to do that. You're a fraud.

Willow suddenly starts chanting, loudly and desperately. Raziel opens her eyes and watches. The chanting confuses Bavmorda. Then, Willow cleverly slips the baby under his legs and behind his back and suddenly she's gone!

BAVMORDA
Impossible! Bordak! Bordak!

Bavmorda flies into a rage. She lunges across the copper altar. Thunder and lightning!

BAVMORDA
Aaaaahhhh!!!

A bright fork of lightning, conjured by her own evil, shoots in through the ceiling and strikes her. She howls in pain. Her body contorts then bursts into flame and burns into a shriveling pillar of ash.

Madmartigan breaks open the door and storms in. He scoops up Sorsha, reviving her with a kiss.

And as if Bavmorda's death has ended evil and oppression, Raziel stands up with renewed strength.

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RAZIEL
Willow...Willow...how...how did you do that?

Willow bends down under a nearby chair and picks up the sleeping baby.

WILLOW
It was just the old disappearing pig trick.

Elora Danan's eyes open. And sunlight floods into the tower.

EXT. TIR ASLEEN - DAY

Flags fly high above the wondrous castle. The valley is lush with flowers, and the kingdom is once again alive with happy activity.

At the door of the castle, Willow stnds beside a cute little white pony. The court of Tir Asleen has gathered to see him off. Madmartigan, in robes and armor worthy of a king, stands proudly beside his queen, Sorsha, who holds the baby princess, Elora Danan.

A trumpet blares. Raziel comes forward from inside the castle, dressed in druid robes, carrying a sacred BOOK.

RAZIEL
Willow Ufgood. Take this Book of Sorcery. You are on your way to becoming a great magician.

Willow accepts the book. Everyone applauds. Willow smiles gratefully and humbly. He glances down and notices Rool and Teemo, who have been civilized to a degree with page boy uniforms, fuzzy haircuts, and nifty little swords.

Madmartigan and Sorsha come forward, with Elora Danan.

WILLOW
Your dream has come true, Madmartigan.

Madmartigan smiles with thanks.

MADMARTIGAN
Goodbye, Peck.

Willow has one last look at the baby. She smiles and

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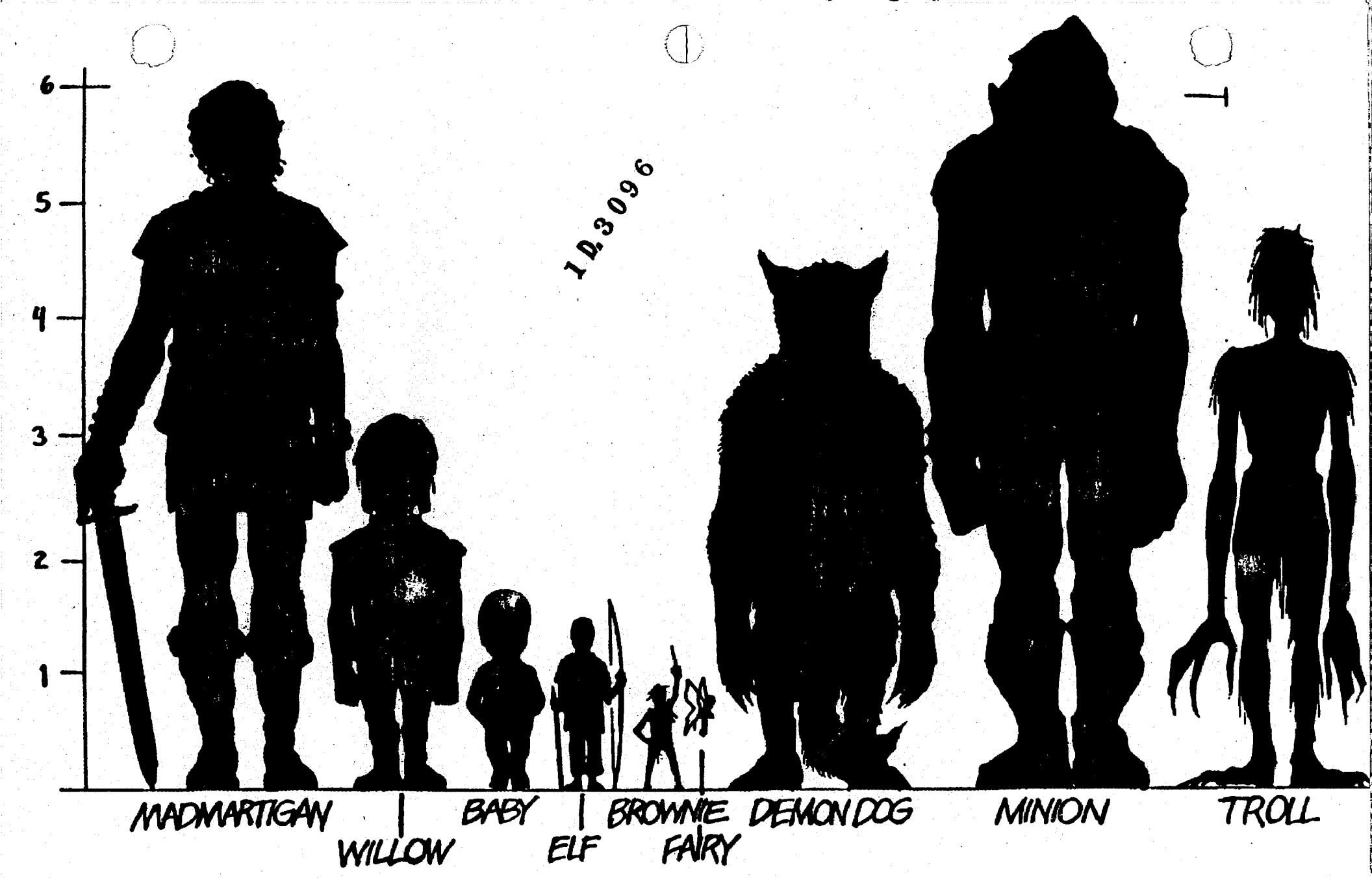
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MADMARTIGAN
WILLOW
BABY
ELF
BROWNIE
FAIRY
DEMON DOG
MINION
TROLL

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giggles at him. He happily gives her a kiss.

WILLOW
Farewell, Elora Danan.

Suddenly Willow flies up in the air. Madmartigan lifts him onto the pony's back. Willow and Madmartigan shake hands warmly. And Willow rides across the valley of flowers, everybody waving goodbye to him.

EXT. NELWYN VILLAGE - DAY

Musicians strike up a welcoming march. Willow rides through his village on his little pony, proudly carrying the sacred book. The Nelwyn people swarm around him, wild with excitement and celebration. Meegosh runs up, deliriously happy.

The High Aldwin comes forward, beaming with pride, and honors Willow with a nod of approval. Willow presents him with the book. Old Burglekutt peers out. His mouth drops open and he shrinks away from the crowd.

KIAYA
Willow!!

Willow stands up in his stirrups. He sees Kiaya fighting her way through the crowd to reach him.

WILLOW
Kiaya!!!

He jumps off his pony and runs to her. They collide, kiss and embrace. Then Ranon and Mims jump on their father and hug him. Family and friends smother their homecoming hero with love!

THE END